

The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission take no responsibility for the contents of this Application Proof, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Proof.

Application Proof of

Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. **上海百秋尚美科技服務集團股份有限公司**

(the “**Company**”)

(A joint stock company incorporated in the People's Republic of China with limited liability)

WARNING

The publication of this Application Proof is required by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Securities and Futures Commission (the “**Commission**”) solely for the purpose of providing information to the public in Hong Kong.

This Application Proof is in draft form. The information contained in it is incomplete and is subject to change which can be material. By viewing this document, you acknowledge, accept and agree with the Company, its sole sponsor, overall coordinator, advisors or members of the underwriting syndicate that:

- (a) this document is only for the purpose of providing information about the Company to the public in Hong Kong and not for any other purposes. No investment decision should be based on the information contained in this document;
- (b) the publication of this document or supplemental, revised or replacement pages on the Stock Exchange’s website does not give rise to any obligation of the Company, its sole sponsor, overall coordinator, advisors or members of the underwriting syndicate to proceed with an offering in Hong Kong or any other jurisdiction. There is no assurance that the Company will proceed with the offering;
- (c) the contents of this document or supplemental, revised or replacement pages may or may not be replicated in full or in part in the actual final listing document;
- (d) the Application Proof is not the final listing document and may be updated or revised by the Company from time to time in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (e) this document does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities;
- (f) this document must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended;
- (g) neither the Company nor any of its affiliates, advisors or members of its underwriting syndicate is offering, or is soliciting offers to buy, any securities in any jurisdiction through the publication of this document;
- (h) no application for the securities mentioned in this document should be made by any person nor would such application be accepted;
- (i) the Company has not and will not register the securities referred to in this document under the United States Securities Act of 1933, as amended, or any state securities laws of the United States;
- (j) as there may be legal restrictions on the distribution of this document or dissemination of any information contained in this document, you agree to inform yourself about and observe any such restrictions applicable to you; and
- (k) the application to which this document relates has not been approved for listing and the Stock Exchange and the Commission may accept, return or reject the application for the subject public offering and/or listing.

If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on the Company’s prospectus registered with the Registrar of Companies in Hong Kong, copies of which will be made available to the public during the offer period.

IMPORTANT

If you are in any doubt about any of the contents of this Document, you should obtain independent professional advice.

Shanghai Buy Quickly BMax Technology Services Group Co., Ltd.
上海百秋尚美科技服務集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

[REDACTED]

Number of [REDACTED] under the [REDACTED] : [REDACTED] H Shares (subject to the [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per [REDACTED] (payable in full in Hong Kong dollars on application plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565%, and subject to refund)
Nominal value : RMB1.00 per H Share
[REDACTED] : [●]

Sole Sponsor, [REDACTED]



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Document. A copy of this Document, having attached thereto the documents specified in “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display” in Appendix VI to this Document has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Document or any other documents referred to above.

The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the Hong Kong [REDACTED]) and our Company on the [REDACTED] Date or such later date as may be agreed by the [REDACTED] (for itself and on behalf of the Hong Kong [REDACTED]) and our Company but in any event no later than [REDACTED] on [REDACTED]. The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED]. Applicants for [REDACTED] may be required to pay, on application (subject to application channels), the Maximum [REDACTED] of HK\$[REDACTED] per [REDACTED] together with brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the [REDACTED] should be less than HK\$[REDACTED] per [REDACTED]. If, for any reason, the [REDACTED] is not agreed between the [REDACTED] (for itself and on behalf of the Hong Kong [REDACTED]) and our Company at or before [REDACTED] on [REDACTED], the [REDACTED] (including the [REDACTED]) will not [REDACTED] and will lapse.

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, with our consent, reduce the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] below as stated in this Document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] will be published on the websites of our Company at www.buyquickly.com and the Stock Exchange at www.hkexnews.hk as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. Details of the arrangement will then be announced by us as soon as practicable. For further information, please refer to the sections headed “Structure of the [REDACTED]” in this Document.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Further details of such circumstances are set out in “[REDACTED] — [REDACTED] — [REDACTED] — Grounds for Termination”.

The [REDACTED] have not been and will not be registered under the [REDACTED] or any [REDACTED] in the United States and may not be [REDACTED], sold, pledged or transferred within the United States, except that [REDACTED] may be [REDACTED], sold or delivered outside the United States in offshore transactions in reliance on [REDACTED] or another exemption from, or in a transaction not subject to, the registration requirements of the [REDACTED].

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

CONTENTS

This Document is issued by our Company solely in connection with the [REDACTED] and the [REDACTED] and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the [REDACTED] by this Document pursuant to the [REDACTED]. This Document may not be used for the purpose of marketing, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a [REDACTED] of the [REDACTED] in any jurisdiction other than Hong Kong and no action has been taken to permit the distribution of this Document in any jurisdiction other than Hong Kong. The distribution of this Document and the [REDACTED] and sale of the [REDACTED] in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable [REDACTED] laws of such jurisdictions pursuant to registration with or authorization by the relevant [REDACTED] regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this Document to make your [REDACTED] decision. We have not authorised anyone to provide you with information that is different from what is contained in this Document. Any information or representation not made in this Document must not be relied on by you as having been authorised by us, the Sole Sponsor, [REDACTED], [REDACTED], [REDACTED], [REDACTED], any of their respective directors or any other person or party involved in the [REDACTED].

	<i>Page</i>
Expected Timetable	ii
Contents	v
Summary	1
Definitions	17
Glossary of Technical Terms	28
Forward-looking Statements	30
Risk Factors	32
Waivers from Strict Compliance with the Listing Rules	57
Information about this Document and the [REDACTED]	61
Directors and Parties Involved in the [REDACTED]	66
Corporate Information	70
Industry Overview	72
Regulatory Overview	82
History, Development and Corporate Structure	103
Business	125

CONTENTS

Relationship with our Controlling Shareholders	174
Connected Transactions	178
Share Capital	186
Substantial Shareholders	189
Directors and Senior Management	192
Financial Information	205
Future Plans and [REDACTED]	241
[REDACTED]	244
Structure of the [REDACTED]	258
How to Apply for [REDACTED]	268
Appendix I — Accountants’ Report	I-1
Appendix II — [REDACTED] Financial Information	II-1
Appendix III — Summary of the Articles of Association	III-1
Appendix IV — Property Valuation Report	IV-1
Appendix V — Statutory and General Information	V-1
Appendix VI — Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display	VI-1

SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to [REDACTED] in the [REDACTED].

There are risks associated with any [REDACTED]. Some of the particular risks in [REDACTED] in the [REDACTED] are set out in “Risk Factors” in this document. You should read that section carefully before you decide to [REDACTED] in the [REDACTED].

OVERVIEW

Who We Are

We are a digital retail operation service provider in China with a focus on mid-to-premium brands. By integrating consumer insights, aesthetic expertise, digitalization technology and systemized operation and utilizing AI-powered tools, we provide brand owners with end-to-end, multi-channel intelligent retail solutions that deliver measurable impact.



Notes:

- (1) In terms of GMV from e-commerce operation services in 2025; according to Frost & Sullivan.
- (2) During the Track Record Period; according to Frost & Sullivan.

Throughout over 15 years of operating history in the market of online retail integrated operation service, we have been dedicated to serving sectors centered on “aesthetics”, such as fashion, jewelry, sportswear and outdoor, and beauty. As a result, we established deep competitive moats across these sectors, making us one of the few players to serve leading brand owners across all major platforms, including Tmall, Douyin and JD.com. Leveraging our integrated operation capabilities and services tailored to mid-to-premium brands, we command leading positions in terms of GMV from e-commerce operation services, which reached RMB39.7 billion in 2025, making us the second largest provider of brand online retail integrated operation services in China with a market share of approximately 2.7%, according to Frost & Sullivan. In its sub-market for overseas brands, i.e., brands with global headquarters outside Chinese Mainland, we ranked first with a market share of 8.8%, and we are also the largest DP operation service provider in China, with a market share of 4.6% by the same metric, according to Frost & Sullivan.

SUMMARY

Core Business Capabilities

Drawing on years of profound industry expertise and powered by Futail, our self-developed end-to-end, multi-channel digital retail system, we deliver comprehensive, high-standard and efficient operational services to brand owners in pursuit of their business objectives, for which we charge service fees. At the same time, by continuously iterating our systems, accumulating industry insights and utilizing AI-powered tools, we steadily enhance our multi-channel retail capabilities, enabling us to better serve brand owners with integrated services and sustainably improve brand value, and further increase our own operation efficiency.

We commenced operations in the early 2010’s with the objective of becoming China’s leading online retail integrated operation services provider for mid-to-premium brands. Guided by this objective, we have achieved sustained growth and established our differentiated advantages through our market positioning, solution portfolio, channel coverage and technological capabilities.

Benefiting from such advantages, we have been able to enhance service quality consistency and customer retention, which in turn enables us to maintain a sound pricing strategy, reflecting the quality and reliable delivery of our solutions, our robust self-developed technological capabilities and our market positioning. In addition, through long-standing collaboration with brand owners, we have accumulated significant consumer-specific knowledge, deeply integrated our technology infrastructure with that of brand owners, and further raised their switching costs, creating favorable conditions for continued cooperation.

Our Market Opportunities

Steady Growth of China’s Brand Online Retail Integrated Operation Service Market

Overseas brands, especially mid-to-premium brands, must adapt to China’s local ecosystem and e-commerce landscapes within their global frameworks. Brands with lean teams on the ground are highly reliant on external professional service providers for cross-platform coordination and localized operations. Online retail operations services for overseas brands encompass not only transactional conversion but also long-term brand equity stewardship. The collaborative relationships and high switching costs formed during such engagements make this a sub-segment characterized by high value density, high barriers to entry and strong customer stickiness, all of which favor the accumulation of leading-player advantages.

Meanwhile, domestic brands in China are placing growing importance on operation refinement, cross-platform coordination, content conversion efficiency and full-chain operational quality as multi-platform operations become increasingly the norm, online retail penetration continues to deepen, and consumer expectations for brand experience rise. This also creates substantial growth opportunities for the integrated operation service market. In 2025, China’s brand online retail integrated operations services market reached RMB1,463.4 billion in terms of GMV, and is expected to expand at a CAGR of 10.8% from 2026 to reach RMB2,494.4 billion in 2030.

AI Technology as a Core Growth Driver for Digital Retail Service

Online retail, by virtue of its data availability throughout the business process and high level of standardization, has emerged as one of the priority deployment scenarios for AI-driven efficiency gains. Leading service providers with core AI capabilities and deep industry expertise can leverage the fusion of AI-powered tools and retail systems to form unique differentiated advantages, gaining precise insights into brands’ market needs, continuously enhancing operational efficiency and quality and ensuring timely fulfillment, thereby enabling them to serve a broader base of brand owners while maintaining and elevating service quality.

SUMMARY

OUR SOLUTIONS

During the Track Record Period, our solutions were provided under three businesses, namely e-commerce operation services, branding services, and sale of goods. The following matrix sets out the main differences between the businesses:

Category	E-Commerce Operation Services	Branding Services	Sale of Goods	
			Retail Sales	Channel Distribution
<i>Our Customers</i> . . .		Brand owners	Consumers	Various e-commerce platforms as distribution channels
<i>Whether We Purchase Goods</i> . .		No		Yes
<i>Ownership of Online Stores</i> . . .	Brand owners	Not applicable	Ourselves	E-commerce platforms
<i>Product Pricing</i> . .	Brand owners	Not applicable	Brand owners provide suggested retail price	
			We determine actual pricing of products	We and e-commerce platforms determine actual pricing of products
<i>Revenue Model</i> . . .	Service fees including performance- based and other fees	Service fees from marketing projects and related fees	Revenue from product sales to consumers	Revenue from product sales to consumers through e-commerce platforms
<i>Primary Costs</i>	Payroll, logistics and rental expenses	Payroll, services (primarily media resources and project expenses)	Cost of goods purchased	

SUMMARY

BRAND OWNERS

Brand owners we work with primarily operate in fashion, jewelry, sportswear and outdoor, and beauty sectors. As a leading brand digital retail integrated operation service provider, our long-standing relationships with mid-to-premium overseas brand owners form a key competitive advantage. Leveraging our end-to-end, multi-channel digital retail operation capabilities and our deep expertise in strategic planning and execution and visual design, we have earned the trust of many internationally renowned brands. In return of their trust, we have been supporting them in accelerating their localization in China and enhancing their commercial performance through our localized execution capabilities, data-driven operational methodologies and comprehensive service infrastructure, with several brand owners achieving industry-leading sales results on major e-commerce platforms.

CUSTOMERS AND SUPPLIERS

Customers

Our customers are primarily brand owners in the fashion, jewelry, sportswear and outdoors and beauty sectors. Our revenue from our five largest customers in each year during the Track Record Period in 2023, 2024 and 2025 was RMB364.9 million, RMB335.6 million and RMB387.4 million, respectively, accounting for 27.7%, 23.7% and 24.4% of our revenue in the respective years. Our revenue from our largest customer in each year during the Track Record Period in 2023, 2024 and 2025 was RMB102.9 million, RMB89.5 million and RMB95.6 million, respectively, accounting for 7.9%, 6.4% and 6.0% of our revenue in the respective years.

Suppliers

Our suppliers primarily comprise third-party warehousing and logistics service providers, third-party media resource providers and marketing and content-related suppliers. Our purchases from our five largest suppliers in each year during the Track Record Period in 2023, 2024 and 2025 were RMB195.0 million, RMB234.9 million and RMB277.9 million, respectively, accounting for 48.5%, 47.0% and 47.6% of our total purchases in the respective years. Our purchases from our largest supplier in each year during the Track Record Period in 2023, 2024 and 2025 were RMB53.7 million, RMB111.9 million, and RMB133.2 million, respectively, accounting for 13.3%, 22.4% and 22.8% of our total purchases in the respective years.

SUMMARY

TECHNOLOGY INFRASTRUCTURE

We aim to empower digital retail through sustained investment in digitalization, automation and application of intelligent technologies, enhancing our end-to-end e-commerce operation capabilities across multiple channels, from online to offline, and from brand owners to consumers. Our core strengths lie in our proprietary digital retail system Futail, and our technology infrastructure comprises several key components that aim to improve overall operating efficiency and service quality, and support brand owners in effective digital transformation.

Since 2023, we have been applying AI-powered tools across various areas, including product management, design, customer service, and operational data analysis and insights. We plan to increase investment in self-developed operation platforms, expand data-processing capabilities and intensify AI Agent development over the next 3-5 years, with the objective of enabling AI-driven, multi-channel retail operations for “unmanned stores”.

AESTHETIC INFRASTRUCTURE

As one of the distinguishing factors from our peers, we have established an in-house aesthetic infrastructure that fulfills the stringent demands of various mid-to-premium brands across various e-commerce channels. Our Creative Studio, Design Hub and Streamer Team have proven effective in both generating contents with aesthetic appeal and effectively integrating such content into the solutions that we offer. We believe that developing and maintaining such infrastructure in-house help us form institutional knowledge, ensure service quality and consistency, and ultimately empower stronger solution delivery.

OUR STRENGTHS

We believe the following competitive strengths have contributed to our success and will continue to drive our future growth:

- Profound Expertise in Fashion, Jewelry, Sportswear and Outdoor, and Beauty Sectors with a Strong Mid-to-Premium Market Position, Forming a Stable and High-Quality Brand Portfolio
- Proprietary Digitalized Retail Solution Systems Facilitating Brand Decision-Making and Growth
- Industry-Leading Aesthetic Capabilities Forged Through Long-Standing Service to Premium Brands, Delivering Precise Brand Identity Consistency
- Self-Built, High-Standard Operation System with Scalable Efficiency to Support Sustained Brand Growth
- Experienced and Visionary Management Team Supported by Professional Talent

SUMMARY

OUR STRATEGIES

We will pursue the following strategies to drive further growth:

- Accelerating Comprehensive AI Deployment to Deliver Outstanding Business Results for Customers Efficiently Through Our End-to-End AI-Powered Services
- Expanding Customer Coverage, Pursuing New Sectors and Exploring New Partnership Structures
- Maintaining Rapid Growth in Interest-Based E-Commerce
- Building a Multi-Tier Talent Development System to Sustain Competitive Advantage of Our Management Team and Core Personnel
- Building Overseas Market Service Capabilities to Support Brands’ Global Expansion

COMPETITION

We face intense competition from other brand e-commerce solutions providers in China, particularly in the fashion, jewelry, sportswear and outdoor, and beauty sectors. In recent years, many of our new brand owners were won through competitive tenders against our peers.

China’s e-commerce market has expanded significantly alongside the continued growth of retail demand, ongoing user-experience enhancements, and supply-chain and logistics improvements by leading platforms. For additional information on the competitive landscape of our industry and our position therein, see “Industry Overview—Competitive Landscape.”

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth a summary of financial data from our consolidated financial information during the Track Record Period. The summary financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements as set out in the Accountants’ Report in Appendix I to this Document, including the related notes. Our consolidated financial information was prepared in accordance with the IFRS Accounting Standards.

SUMMARY

Results of Operations

	Year Ended December 31,					
	2023		2024		2025	
	(in RMB thousands, except for percentages)					
Revenue	1,318,258	100.0%	1,419,074	100.0%	1,586,576	100.0%
Cost of sales	(827,770)	(62.8)%	(951,882)	(67.1)%	(1,057,427)	(66.6)%
Gross profit	490,488	37.2%	467,192	32.9%	529,149	33.4%
Other income and gains	62,953	4.8%	20,180	1.4%	51,295	3.2%
Selling and marketing expenses	(52,792)	(4.0)%	(65,781)	(4.6)%	(65,714)	(4.1)%
Research and development						
expenses	(67,322)	(5.1)%	(68,855)	(4.9)%	(77,967)	(4.9)%
Administrative expenses	(134,228)	(10.2)%	(172,461)	(12.2)%	(163,891)	(10.3)%
Finance costs	(4,458)	(0.3)%	(18,432)	(1.3)%	(27,701)	(1.7)%
Other expenses	(59)	(0.1)%	(1,911)	(0.1)%	(336)	(0.0)%
(Impairment losses)/reversal of impairment losses on						
financial assets	(5,901)	(0.4)%	1,829	0.2%	(3,127)	(0.4)%
Profit before tax	288,681	21.9%	161,761	11.4%	241,708	15.2%
Income tax expense	(38,619)	(2.9)%	(18,533)	(1.3)%	(27,627)	(1.7)%
Profit for the year	250,062	19.0%	143,228	10.1%	214,081	13.5%

Non-IFRS Measures

To supplement our consolidated financial statements that are presented in accordance with the IFRS Accounting Standards, we also use adjusted profit for the year (a non-IFRS measure) and adjusted net margin (a non-IFRS measure), as additional financial measures, which are not required by, or presented in accordance with IFRS Accounting Standards. We believe that these non-IFRS measures facilitate comparisons of operating performance from period to period by eliminating potential impact of certain items. We believe that these measures provide useful information to investors and others in understanding and evaluating our consolidated financial statements in the same manner as they help our management. However, our presentation of adjusted profit for the year (a non-IFRS measure) and adjusted net margin (a non-IFRS measure) may not be comparable to similar item measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as substitute for analysis of, our consolidated financial statements or financial condition as reported under IFRS Accounting Standards. We define adjusted profit for the year (a non-IFRS measure) as profit for the year adjusted for equity-settled share-based payment expenses (a non-cash item) and [REDACTED]. We define adjusted net margin (a non-IFRS measure) as adjusted profit for the year (a non-IFRS measure) as a percentage of our total revenue.

SUMMARY

	Year Ended December 31,		
	2023	2024	2025
	<i>(in RMB thousands, except for percentages)</i>		
Profit for the year	250,062	143,228	214,081
Add:			
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Equity-settled share-based payment expenses	14,851	26,285	28,659
Adjusted profit for the year (a non-IFRS measure)	264,913	169,513	247,695
<i>Adjusted net margin</i> <i>(a non-IFRS measure)</i>	<i>20.1%</i>	<i>11.9%</i>	<i>15.6%</i>

Revenue

By Business

	Year ended December 31,					
	2023		2024		2025	
	<i>(in RMB thousands, except for percentages)</i>					
E-Commerce						
Operation Services	1,152,005	87.4%	1,246,128	87.8%	1,387,061	87.4%
TP business	939,431	71.3%	921,648	64.9%	1,038,855	65.5%
DP business	212,574	16.1%	324,480	22.9%	348,206	21.9%
Branding Services	105,040	8.0%	106,433	7.5%	123,857	7.8%
Sale of Goods	61,213	4.6%	66,513	4.7%	75,658	4.8%
Total	1,318,258	100.0%	1,419,074	100.0%	1,586,576	100.0%

During the Track Record Period, in tandem with the emergence of merchandise sales on interest-based e-commerce platforms, our DP business continued to grow in absolute terms and contributed an increasing proportion to our total revenue.

SUMMARY

GMV from E-commerce Operation Services

	Year Ended December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
E-Commerce Operation Services . . .	23,389,385	28,903,693	39,672,707
TP business.	19,601,076	22,116,818	30,738,397
DP business	3,788,309	6,786,875	8,934,310

Brand Numbers

	Year Ended December 31,		
	2023	2024	2025
	Brands ⁽¹⁾	Brands ⁽¹⁾	Brands ⁽¹⁾
E-Commerce Operation Services⁽²⁾ .	131	138	151
TP business ⁽²⁾	121	126	137
DP business ⁽²⁾	29	37	38

Notes:

- (1) There were overlapping brands among our businesses.
- (2) The number of brands includes brand that contributed RMB500 thousand or more in revenue.

During the Track Record Period, substantially all of our revenue was generated from our operations in Chinese Mainland.

SUMMARY

Cost of Sales

	Year Ended December 31,					
	2023		2024		2025	
	(in RMB thousands, except for percentages)					
Payroll and benefits	572,595	69.2%	657,479	69.1%	715,262	67.6%
Depreciation and amortization	72,603	8.8%	80,133	8.4%	89,595	8.5%
Cost of purchased services . . .	45,110	5.4%	63,205	6.6%	80,857	7.6%
Cost of logistics	59,931	7.2%	63,029	6.6%	68,915	6.5%
Cost of goods sold	35,177	4.2%	37,760	4.0%	43,299	4.1%
Property management costs. . .	19,876	2.4%	27,193	2.9%	32,699	3.1%
Others	22,478	2.8%	23,083	2.4%	26,800	2.6%
Total	827,770	100.0%	951,882	100.0%	1,057,427	100.0%

Gross Profit and Gross Profit Margin

	Year Ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	(in RMB thousands, except for percentages)					
E-Commerce Operation						
Services	435,762	37.8%	413,079	33.1%	470,982	34.0%
TP business	365,201	38.9%	318,237	34.5%	369,742	35.6%
DP business	70,561	33.2%	94,842	29.2%	101,240	29.1%
Branding Services	29,406	28.0%	25,875	24.3%	26,185	21.1%
Sale of Goods	25,320	41.4%	28,238	42.5%	31,982	42.3%
Total	490,488	37.2%	467,192	32.9%	529,149	33.4%

For detailed analyses on our results of operations, please see “Financial Information—Year-on-Year Comparison of Results of Operations.”

As a result of the cumulative effects of the changes in our revenue, cost of sales and various expenses, our profit for the year decreased by 42.7% from RMB250.1 million in 2023 to RMB143.2 million in 2024, and increased by 49.5% to RMB214.1 million in 2025.

SUMMARY

Summary of consolidated statements of financial position

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Total non-current assets	248,658	591,544	683,886
Total non-current liabilities	83,013	398,489	484,090
Total current assets	1,134,641	1,267,110	1,337,903
Total current liabilities.	253,239	302,373	341,387
NET CURRENT ASSETS	881,402	964,737	996,516
TOTAL ASSETS LESS CURRENT			
LIABILITIES	1,130,060	1,556,281	1,680,402
NET ASSETS	1,047,047	1,157,792	1,196,312
EQUITY			
Equity attributable to owners of the parent			
Share capital	361,000	361,000	361,000
Reserves	686,047	786,063	815,515
	1,047,047	1,147,063	1,176,515
Non-controlling interests	—	10,729	19,797
Total equity	1,047,047	1,157,792	1,196,312

Net Current Assets

Comparison between December 31, 2025 and December 31, 2024

Our net current assets increased from RMB964.7 million as of December 31, 2024 to RMB996.5 million as of December 31, 2025, primarily due to (i) an increase in trade receivables from RMB394.4 million to RMB455.1 million, (ii) an increase in prepayments, other receivables and other assets from RMB28.7 million to RMB52.5 million, (iii) an increase in inventories from RMB46.5 million to RMB72.2 million and (iv) a decrease in lease liabilities from RMB72.8 million to RMB48.9 million, partially offset by (i) an increase in other payable and accruals from RMB178.9 million to RMB220.8 million and (ii) a decrease in cash and cash equivalents from RMB797.5 million to RMB758.2 million.

Comparison between December 31, 2024 and December 31, 2023

Our net current assets increased from RMB881.4 million as of December 31, 2023 to RMB964.7 million as of December 31, 2024, primarily due to (i) an increase in cash and cash equivalents from RMB638.9 million to RMB797.5 million and (ii) a decrease in tax payable from RMB23.7 million to RMB12.5 million, partially offset by (i) a decrease in trade receivables from RMB430.8 million to RMB394.4 million, (ii) an increase in lease liabilities from RMB39.5 million to RMB72.8 million and (iii) an increase in other payable and accruals from RMB144.2 million to RMB178.9 million.

SUMMARY

Net Assets

Comparison between December 31, 2025 and December 31, 2024

Our net assets increased from RMB1,157.8 million as of December 31, 2024 to RMB1,196.3 million as of December 31, 2025, primarily due to (i) total comprehensive income for the year of RMB214.1 million and (ii) equity-settled share-based payment arrangements of RMB28.7 million, partially offset by (i) dividends declared of RMB200.0 million and (ii) dividends paid to non-controlling shareholders of RMB4.2 million.

Comparison between December 31, 2024 and December 31, 2023

Our net assets increased from RMB1,047.0 million as of December 31, 2023 to RMB1,157.8 million as of December 31, 2024, primarily due to (i) total comprehensive income for the year of RMB143.2 million, (ii) equity-settled share-based payment arrangements of RMB26.3 million and (iii) capital contribution from non-controlling interests of RMB9.5 million, partially offset by (i) dividends declared of RMB62.4 million and (ii) dividends paid to non-controlling shareholders of RMB5.9 million.

See “Consolidated Statements of Financial Position” in “Appendix I—Accountants’ Report.”

Summary of consolidated statements of cash flows

	Year ended December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Net cash flows from operating activities	272,300	313,326	307,354
Net cash flows used in investing activities	(41,207)	(43,857)	(66,374)
Net cash flows used in financing activities	(55,805)	(110,887)	(280,289)
Net increase/(decrease) in cash and cash equivalents	175,288	158,582	(39,309)
Cash and cash equivalents as of the beginning of year	463,609	638,902	797,489
Effects of foreign exchange rate changes, net	5	5	(9)
Cash and cash equivalents as of the end of the year	638,902	797,489	758,171

SUMMARY

Key financial ratios

The table below sets forth our key financial ratio for the years or as of the dates indicated.

	For the year ended/As of December 31,		
	2023	2024	2025
Gross profit margin ⁽¹⁾	37.2%	32.9%	33.4%
Net profit margin ⁽²⁾	19.0%	10.1%	13.5%
Return on equity ⁽³⁾	27.3%	13.0%	18.2%
Current ratio ⁽⁴⁾	4.5	4.2	3.9

Notes:

- (1) Gross profit margin is calculated as gross profit for the year divided by revenue for the corresponding year and multiplied by 100%.
- (2) Net profit margin is calculated as net profit for the year divided by revenue for the corresponding year and multiplied by 100%.
- (3) Return on equity is calculated as net profit for the year divided by the average total equity and multiplied by 100%. Average total equity is the sum of the balance of total equity at the beginning and at the end of the year, divided by two.
- (4) Current ratio is calculated as total current assets as of the end of the year divided by total current liabilities as of the end of the corresponding year.

RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Controlling Shareholders Group consisted of Mr. Liu, Shanghai BQ Zhicheng, Buy Quickly Partner, Buy Quickly YIERYI, Mr. Hu and Mr. Qiu. Mr. Liu, Mr. Hu, Mr. Qiu and Buy Quickly Partner were acting in concert under agreements, while Shanghai BQ Zhicheng and Buy Quickly YIERYI were controlled by Mr. Liu. See “History, Development and Corporate Structure — The Concert Party Agreements” in this document for details.

In addition, with our WVR Structure, our Controlling Shareholders Group was collectively interested in approximately 45.41% of our total share capital and 73.29% of voting rights. See “History, Development and Corporate Structure — Our WVR Structure” in this document for details.

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the Controlling Shareholder Group will continue to control in aggregate approximately [REDACTED]% of our total share capital. Therefore, they will remain as a group of our controlling shareholders.

SUMMARY

RISK FACTORS

We face risks including those set out in the section headed “Risk Factors.” As different investors may have different interpretations and criteria when determining the significance of risks, you should read the “Risk Factors” section in its entirety before you decide to [REDACTED] in our [REDACTED]. Some of the major risks that we face include:

- Our success depends on the performance of and our continued collaboration with the brand owners we serve.
- We rely on the success of and the continued relationships with a limited number of e-commerce channels.
- The industry in which our business operates is highly competitive. We may not be able to compete successfully against current and future competitors.
- We may be unable to keep pace with changes in technology, industry practices, or consumer needs, or develop solutions compatible with evolving e-commerce models.
- We and brand owners may be unable to anticipate changes in consumers’ buying preferences and adjust accordingly in a timely manner.

FUTURE PLANS AND [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the [REDACTED] of the range of the [REDACTED] stated in this document), we estimate that we will receive [REDACTED] of approximately HK\$[REDACTED] from the [REDACTED] after deducting the [REDACTED] and other estimated expenses paid and payable by us in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised. In line with our strategies, we intend to use our [REDACTED] for the purposes and in the amounts set forth below:

- approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED], is expected to be used for digitalization and AI technology capability development in the next three years. Such efforts directly support our “End-to-End AI Digital Retail Service Provider” strategy and our strategy of accelerating comprehensive AI deployment and developing proprietary AI Agents, which we believe will enhance service quality and scalability across our end-to-end, multi-channel digital retail solutions for brand owners.
- approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED], is expected to be used for e-commerce operation service capability upgrade in the next three years. This allocation supports our strategy of maintaining rapid growth in interest-based e-commerce and strengthening synergy with shelf-based e-commerce, and also supports our strategy of expanding customer coverage in “aesthetics”-related sectors and into selected emerging categories by scaling delivery capabilities and strengthening service infrastructure.
- approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED], is expected to be used for working capital and general corporate purposes.

SUMMARY

[REDACTED] STATISTICS

The statistics in the following table are based on the assumptions that [REDACTED] will be issued pursuant to the [REDACTED], [REDACTED] Unlisted Shares will be converted into H Shares and the [REDACTED] is not exercised:

	Based on the [REDACTED] of HK\$[REDACTED]	Based on the [REDACTED] of HK\$[REDACTED]
[REDACTED] of our Shares ⁽¹⁾	HK\$[REDACTED]	HK\$[REDACTED]
[REDACTED] of our [REDACTED] ⁽²⁾	HK\$[REDACTED]	HK\$[REDACTED]
[REDACTED] per Share ⁽³⁾	HK\$[REDACTED]	HK\$[REDACTED]

Notes:

- (1) The calculation of [REDACTED] of our Shares is based on [REDACTED] Shares expected to be in issue immediately after completion of the [REDACTED].
- (2) The calculation of the [REDACTED] of our [REDACTED] is based on the [REDACTED], comprising [REDACTED] to be issued under the [REDACTED] and [REDACTED] to be converted from [REDACTED] Shares, expected to be in issue immediately upon completion of the [REDACTED].
- (3) The [REDACTED] per Share is calculated after making the adjustments referred to in the section headed “Appendix II—[REDACTED] Financial Information” to this document.

DIVIDEND POLICY

Pursuant to our Articles of Association, which will become effective upon completion of the [REDACTED], our dividend distribution shall be subject to the following thresholds for the first three financial years thereafter: (i) for the first financial year, we will distribute dividends of no less than 40% of our audited distributable profits for such year, and will complete the dividend payment by July 30 of the following year; (ii) for the second financial year, we will distribute dividends of no less than 30% of our audited distributable profits for such year, and will complete the dividend payment by July 30 of the following year; and (iii) for the third financial year, we will distribute dividends of no less than 20% of our audited distributable profits for such year, and will complete the dividend payment by July 30 of the following year.

PRC laws require that dividends be paid only out of our distributable profits. Distributable profits are our after-tax profits, less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. In 2023, 2024 and 2025, our Company declared cash dividends of nil, RMB62.4 million and RMB200.0 million, respectively, all of which had been paid in full. Save as set out above and subject to our Articles of Association, upon completion of the [REDACTED], we may distribute dividends in the form of cash or by other means permitted by our Articles of Association. Any proposed

SUMMARY

distribution of dividends shall be formulated by our Board and will be subject to approval by our Shareholders. Save as set out above and subject to our Articles of Association, a decision to declare or to pay any dividends in the future, and the amount of any dividend, will depend upon a number of factors, including our earnings and financial condition, operating requirements, capital requirements, business prospects, statutory, regulatory and contractual restrictions on our declaration and payment of dividends, and any other factors that our Directors may consider important.

See Note 11 to “Appendix I—Accountants’ Report” for our declared dividends during the Track Record Period.

[REDACTED]

[REDACTED] represent professional fees, [REDACTED] and fees incurred in connection with the [REDACTED] and the [REDACTED]. In 2023, 2024 and 2025, we incurred [REDACTED] of [REDACTED], [REDACTED] and [REDACTED]. Our [REDACTED] are estimated to be approximately HK\$[REDACTED] (including [REDACTED]), accounting for [REDACTED]% of the [REDACTED] of the [REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the [REDACTED] of the [REDACTED] stated in this document, and no exercise of the [REDACTED]). Among our [REDACTED], approximately HK\$[REDACTED] is directly attributable to the issuance of [REDACTED] and will be charged to equity upon completion of the [REDACTED], and approximately HK\$[REDACTED] has been or will be charged to our consolidated statements of profit or loss and other comprehensive income. The [REDACTED] we incurred during the Track Record Period and expect to incur would consist of approximately HK\$[REDACTED] related expenses and fees (including but not limited to [REDACTED] and fees), approximately HK\$[REDACTED] non-[REDACTED]-related expenses and fees of the [REDACTED], legal advisors and reporting accountant and approximately HK\$[REDACTED] for other non-[REDACTED]-related fees and expenses. The [REDACTED] above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

In the three months ended March 31, 2026, our GMV from e-commerce operation services experienced a significant increase compared to the three months ended March 31, 2025, reaching RMB10,963.5 million, which consequently drove our revenue growth during the same period.

On April 8, 2026, our Company declared cash dividends of RMB200.0 million, which are scheduled to be paid before May 31, 2026. In addition, our Company plans to declare cash dividends of RMB200.0 million before June 30, 2026. On March 25, 2026, Shanghai Romomo declared cash dividends to non-controlling shareholders of RMB6.0 million, which had been paid as of the Latest Practicable Date; it plans to further declare cash dividends to non-controlling shareholders of RMB3.5 million in late April, which are scheduled to be fully paid before May 31, 2026.

Our Directors confirmed that, as of the date of this document, there has been no material adverse change in our financial position since December 31, 2025, and there has been no event since December 31, 2025 that would materially affect the information as set out in “Appendix I—Accountants’ Report” to this document.

DEFINITION

“Accountant’s Report of the Group”	the accountants’ report for the Track Record Period, the text of which is set out in Appendix I to this Document
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on April 8, 2026 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed “Summary of the Articles of Association” in Appendix III to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“BQ Zhicheng”	Shanghai Buy Quickly Zhicheng Enterprise Management Co., Ltd. (上海百秋志成企業管理有限公司) is limited liability company established in the PRC on July 17, 2019. As of the Latest Practicable Date, BQ Zhicheng was owned as to 99.99% by Mr. Liu Zhicheng (劉志成)
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“Buy Quickly E-Commerce”	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司), a limited liability company established in the PRC on May 2, 2013 and one of our major subsidiaries
“Buy Quickly E-Vogue”	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司), a limited liability company established in the PRC on May 19, 2017 and one of our major subsidiaries

DEFINITION

“Buy Quickly Future Retail”	Shanghai Buy Quickly Future Retail Network Services Co., Ltd. (上海百秋全週網絡服務有限公司), a limited liability company established in the PRC on August 24, 2018 and one of our major subsidiaries
“Buy Quickly NewLogis”	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司), a limited liability company established in the PRC on August 26, 2021 and one of our major subsidiaries
“Buy Quickly Partner”	Shanghai Buy Quickly Partner Enterprise Management Center (Limited Partnership) (上海百秋帕特尼企業管理中心(有限合夥)), a limited partnership established in the PRC on July 25, 2019, one of our employee shareholding platforms and member of our Controlling Shareholder Group
“Buy Quickly Warehousing (JiaXing)”	Buy Quickly Warehousing Services (Jiaxing) Co., Ltd. (百秋倉儲服務(嘉興)有限公司), a limited liability company established in the PRC on March 7, 2018 and one of our major subsidiaries
“Buy Quickly YIERYI”	Shanghai Buy Quickly YIERYI Enterprise Management Center (Limited Partnership) (上海百秋壹貳壹企業管理中心(有限合夥)), a limited partnership established in the PRC on December 18, 2025, and a member of our Controlling Shareholder Group
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“China” or “PRC”	the People’s Republic of China, excluding, for the purposes of this Document only, the regions of Hong Kong, Macau Special Administrative Region and Taiwan of the People’s Republic of China, except where the content or context requires otherwise
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITION

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company” or “Buy Quickly”	Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. (上海百秋尚美科技服務集團股份有限公司), formerly known as Shanghai Buy Quickly Network Technologies Co., Ltd. (上海百秋網絡科技有限公司), a limited liability company established in the PRC on September 16, 2010, which was converted into a joint stock limited company in the PRC on December 30, 2021
“Company Law” or “PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time
“Compliance Advisor”	Maxa Capital Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)” or “Controlling Shareholders Group”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Liu Zhicheng, Mr. Hu Shaoqun, Mr. Qiu Yuhong, Buy Quickly Partner, BQ Zhicheng, and Buy Quickly YIERYI, as further detailed in the section headed “Relationship with Our Controlling Shareholders” in this Document
“Conversion of Unlisted Shares into H Shares”	The conversion of [REDACTED] Unlisted Shares in aggregate held by 13 existing Shareholders into H Shares upon the completion of the [REDACTED].
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company

DEFINITION

“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid in Renminbi and not listed on any stock exchange
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
“ESG”	Environment, social, and governance
“Exchange Participant(s)”	a person: (a) who, in accordance with the Hong Kong Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Extreme Conditions”	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“[REDACTED]”	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent global market research and consulting company
“Frost & Sullivan Report”	the independent industry report prepared by Frost & Sullivan as commissioned by us
“[REDACTED]”	[REDACTED]
“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)

DEFINITION

“Guide for New Listing Applicants” or “Guide”	the Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be [REDACTED] for and traded in HK dollars and are to be [REDACTED] on the Hong Kong Stock Exchange
“[REDACTED]”	[REDACTED]
“[REDACTED]”	“[REDACTED]”
“[REDACTED]”	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “Hong Kong dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

DEFINITION

“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“IFRS” or “IFRSs”	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by IASB and the IAS and interpretations issued by the International Accounting Standards Board (“IASB”)
“Independent Third Party(ies)”	any person(s) or entity(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected (within the meaning of the Listing Rules) with our Company

DEFINITION

“[REDACTED]”	[REDACTED]

“[REDACTED]”	[REDACTED]

“[REDACTED]”	[REDACTED]

“[REDACTED]”	[REDACTED]

“Latest Practicable Date”	April 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

“[REDACTED]”	[REDACTED]

“[REDACTED]”	[REDACTED]

“[REDACTED]”	[REDACTED]

DEFINITION

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Liu”	Mr. Liu Zhicheng (劉志成), an executive Director, chairman of the Board, chief executive officer, and member of our Controlling Shareholder Group
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NewLogis (Changxing)”	Buy Quickly NewLogis (Changxing) Supply Chain Management Co., Ltd. (百秋新洛傑斯(長興)供應鏈管理有限公司), a limited liability company established in the PRC on September 7, 2021 and one of our major subsidiaries
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

DEFINITION

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Advisor”	JunHe LLP the legal advisor of our Company as to PRC laws in connection with the [REDACTED]
“Pre-[REDACTED] Investment(s)”	the investments made by the Pre-[REDACTED] Investors in our Company, details of which are set out in “History and Corporate Structure—Pre-[REDACTED] Investment” in this Document
“Pre-[REDACTED] Investor(s)”	the pre-[REDACTED] investors of our Company, details of which are set out in “History and Corporate Structure—Pre-[REDACTED] Investment” in this Document
“[REDACTED]”	[REDACTED]
“Province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“[REDACTED]”	[REDACTED]
“RMB”	Renminbi, the lawful currency of the PRC
“SAC”	the Securities Association of China (中國證券業協會)
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), including local branches, when applicable
“SAMR”	the State Administration for Market Regulation (國家市場監督管理局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time

DEFINITION

“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Romomo”	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司), a limited liability company established in the PRC on June 23, 2021 and one of our major subsidiaries. As of the Latest Practicable Date, Shanghai Romomo was owned as to (i) 70% by our Company, (ii) 20% by Mr. Liu Jiangning (劉江寧), our executive Director, and (iii) 10% by Shanghai Momoda Enterprise Management Centre (L.P.) (上海麼麼搭企管理中心(有限合夥)), the general partner of which was Mr. Liu Jiangning, who held 98% of its partnership interest
“Shanghai Rongbo”	Shanghai Rongbo Media Technologies Co., Ltd. (上海容播傳媒科技有限公司), a limited liability company established in the PRC on December 29, 2023 and one of our major subsidiaries. As of the Latest Practicable Date, Shanghai Rongbo was owned as to 100% by Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)
“Share(s)”	ordinary share(s) with a par value of RMB1.00, each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Sole Sponsor”	CITIC Securities (Hong Kong) Limited

DEFINITION

“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Taiwan”	the Taiwan Region of the PRC
“Track Record Period”	the three years ended December 31, 2023, 2024 and 2025
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“[REDACTED]”	[REDACTED]
“US\$” or “U.S. dollar”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“%”	percent

Unless otherwise specified or the context otherwise requires, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” and “substantial shareholder” in this Document shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Unless otherwise specified, certain amounts and percentage figures included in this Document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

GLOSSARY OF TECHNICAL TERMS

“AI”	artificial intelligence
“AIGC”	AI generated content
“B2C”	business-to-consumer
“brand owner”	the proprietors and/or registered owners in the relevant jurisdiction(s) of the brand and/or trademark(s), which are also business entities that maintain a business relationship with the Company; each brand owner may represent a single brand or multiple brands
“CAGR”	compound annual growth rate, which is calculated by dividing the amount at the end of the period by the amount of the beginning of that period, raising the result to an exponent of one divided by the number of years in the period, and subtracting one from the subsequent result
“CRM”	customer relationship management, a system and process that analyzes customer interactions through customer lifecycles to help businesses manage and improve relationships with their customers
“DP”	a business unit primarily covers interest-based e-commerce through live streaming and short video platforms, such as Douyin
“e-commerce”	electronic commerce, refers to the buying and selling of goods or services using the internet, and the transfer of money and data to execute these transactions
“FAQs”	frequently asked questions
“GFA”	gross floor area
“GMV”	gross merchandise value
“ISO”	International Organization for Standardization
“ISO 14001”	a certification standard for environmental management systems
“ISO 27001”	a certification for information security management system

GLOSSARY OF TECHNICAL TERMS

“ISO 27701”	a certification for privacy information management system
“ISO 28000:2007”	a certification standard for supply chain security management
“ISO 9001”	a certification standard for quality management systems
“IT”	information technology
“KOL”	key opinion leader
“KPI”	key performance indicator
“LEED”	leadership in energy and environmental design, a green building certification program used worldwide, including a set of rating systems for the design, construction, operation, and maintenance of green buildings, homes, and neighborhoods, which aims to help building owners and operators be environmentally responsible and use resources efficiently
“LLM”	large language model
“MCN”	multi-channel network
“O2O”	online-to-offline and offline-to-online commerce
“R&D”	research and development
“RFID”	radio-frequency identification
“SKU”	stock keeping unit
“SOP”	standard operating procedures
“TP”	a business unit primarily covers shelf-based e-commerce platforms such as Tmall, JD.com and VIP.com, official brand online stores and WeChat mini-programs, and social media channels, such as Xiaohongshu
“UI/UX”	user interface/user experience

FORWARD-LOOKING STATEMENTS

We have included in this document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

This document includes forward-looking statements. All statements other than statements of historical facts contained in this document, including, without limitation, those regarding our future financial position, our strategy, plans, objectives, goals, targets and future developments in the markets where we participate or are seeking to participate, and any statements preceded by, followed by or that include the words “believe,” “expect,” “estimate,” “predict,” “aim,” “intend,” “will,” “may,” “plan,” “consider,” “anticipate,” “seek,” “should,” “could,” “would,” “continue,” or similar expressions or the negative thereof, are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond our control, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Important factors that could cause our actual performance or achievements to differ materially from those in the forward-looking statements include, among others, the following:

- general political and economic conditions, including those related to the jurisdictions where we operate;
- our business prospects and our ability to successfully implement our business plans and strategies;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- our capital expenditure plans;
- the actions and developments of our competitors;
- our financial condition and performance;
- our ability to defend our intellectual rights and protect confidentiality;
- our dividend policy;
- any changes in the laws, rules and regulations of the central and local governments in the jurisdictions where we operate and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business and our business plans;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, including those pertaining to the jurisdictions, the industry and markets in which we operate;

FORWARD-LOOKING STATEMENTS

- various business opportunities that we may pursue; and
- capital market developments, changes in the global economic conditions and material volatility in the global financial markets.

Additional factors that could cause actual performance or achievements to differ materially include, but are not limited to, those discussed under “Risk Factors” and elsewhere in this document. Since actual results or outcomes could differ materially from those expressed in any forward-looking statements, we strongly caution [REDACTED] against placing undue reliance on any such forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by the Listing Rules, we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. Statements of or references to our intentions or those of any of our Directors are made as of the date of this Document. Any such intentions may change in light of future developments.

All forward-looking statements in this Document are expressly qualified by reference to this cautionary statement.

RISK FACTORS

An [REDACTED] in the H Shares involves various risks. You should carefully consider all the information set out in this document and, in particular, the risks described below, before making an [REDACTED] in the H Shares.

The occurrence of any of the following events could materially and adversely affect our business, financial position, results of operations or prospects. If any of these events occurs, the [REDACTED] of the H Shares could decline, and you may lose all or part of your [REDACTED]. This document also contains forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the risks described below. You should seek professional advice from your relevant advisors regarding your prospective [REDACTED] in the context of your particular circumstances.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

Our success depends on the performance of and our continued collaboration with the brand owners we serve.

Our success is substantially dependent on the success of brand owners. Pursuant to our business model, our revenue is closely linked to the total net sales of brand owners. However, brand owners may experience significant decline in their online sales due to various reasons, such as newly identified quality or safety issues, decreased product popularity, or increased competition. They may also face financial difficulties, suffer impairment of their brands, or reduce their marketing efforts. Any of the aforementioned events could in turn adversely affect our results of operations. We may be particularly affected by such adverse changes if they are experienced by our top customers. In 2023, 2024 and 2025, revenue related to our five largest brand owners in each year in aggregate comprised 27.7%, 23.7% and 24.4% of our revenue, respectively.

In addition, the success of brand owners does not necessarily translate into our own, as there can be no assurance that our relationships will remain stable and cooperative in the long term. For example, we provide our e-commerce operation services under agreements with a term typically ranging from one to three years. These agreements may not be renewed, or, if renewed, may not be on the same or more favorable terms for us. Brand owners’ renewal decisions are affected by various factors, such as their level of satisfaction with our solutions, our fees, their own e-commerce success, and their overall spending levels. In addition, if the level of e-commerce operation complexities and difficulties declines as a result of changes in the e-commerce landscape or otherwise, or if brand owners choose to increase their in-house support capabilities as an alternative to our solutions and services, our solutions and services may become less important or attractive to brand owners, and demand for our solutions and services may decline. If our existing brand owners, particularly major brand owners with whom we have had years of cooperation, terminate or do not renew their business relationships, and if we fail to secure mandates from alternative brand owners, our results of operations may be materially and adversely affected.

RISK FACTORS

We rely on the success of and the continued relationships with a limited number of e-commerce channels.

We rely heavily on a limited number of e-commerce channels for a substantial portion of our revenue, including Tmall, Douyin, JD.com, VIP.com and Xiaohongshu. These e-commerce channels serve as essential infrastructure for our services, providing the technological interface, consumer traffic, and promotional tools necessary for our solution’s delivery. They also frequently adjust their rules and algorithms, which can significantly impact store visibility and sales. For example, some platforms may favor top-performing brands or products with high transaction values, which could disadvantage emerging or smaller brands in our portfolio.

Our success is dependent on the success of these e-commerce channels. If these platforms experience issues such as counterfeit product incidents, consumer dissatisfaction, reputational damage, data security breaches, system failures, or regulatory actions, we may suffer reduced traffic, reputational spillover, and lower sales. We also need to adapt to and succeed on emerging e-commerce channels, such as interest-based platforms including Douyin, which have different operating logics and marketing ecosystems compared to shelf-based platforms, to capitalize on its success. Failure to adapt our strategies for new channels could result in missed growth opportunities and a loss of competitive edge.

In addition, we cannot assure you that we will be able to maintain our relationships with these e-commerce channels or maintain our sales at historical levels thereon. These platforms are not obliged to continue to cooperate with us, and any deterioration or termination of such relationships could materially and adversely affect our business. Should any of them terminate their business relationship with us entirely, we may not be able to secure new online sales platforms to compensate for loss of business. Even if they do continue cooperating with us, contract terms between us and such platforms may become less favorable, require adverse commission adjustments, involve higher operational or marketing costs, or fail to deliver expected promotional support, thereby impairing our ability to attract and retain consumers. Various other factors may also affect our relationship with e-commerce channels. For example, any interruption in platform services, such as system failures, changes to platform policies or algorithms, restriction or termination of our data integration access, or regulatory actions, could disrupt our operation, reduce the value of our solutions and our online visibility, and negatively impact customer engagement and conversion.

The industry in which our business operates is highly competitive. We may not be able to compete successfully against current and future competitors.

The brand online retail integrated operations services industry in China is highly competitive, and we expect this competition to continue to intensify in the future. The top five service providers in China’s market collectively held a market share of approximately 14.4% of the market in terms of GMV in 2025, according to Frost & Sullivan. We face intense competition, and we expect competition to continue to intensify in the future. With respect to sale of goods, our contracts with brand owners are generally not entered into on an exclusive basis, and we generally do not have contractual rights to exclusively operate their online stores or sell their products. As a result, if brand owners decide to switch part of their product sales to our competitors, we may face competition with other brand e-commerce service providers

RISK FACTORS

that brand owners work with. Increased competition may result in reduced pricing or a decrease in our market share either of which could negatively affect our ability to retain existing brand owners and attract new brand owners, our future financial and operating results, and our ability to grow our business. With respect to our brand e-commerce services, we compete in areas such as knowledge and understanding of the industry and tailor-made consumer and industry analysis.

Our ability to compete effectively depends on a number of factors, some of which may be beyond our control. For example, some of our current or future competitors may have, or may develop, greater brand recognition, better relationship with brands, a larger consumer base, or greater financial, technical or marketing resources than we do, and may therefore be able to offer services of higher quality with lower prices. Any smaller companies or potential new entrants may be acquired by, receive investment from or enter into strategic relationships with well-established and well-financed companies or investors, which may enhance their competitive position. In addition, some of our competitors may be able to secure more favorable terms from brands, devote greater resources to sales and promotion activities and IT infrastructure systems or adopt more aggressive pricing policies than we do. Therefore, we cannot guarantee that we will be able to compete successfully against our current or future competitors, and competitive pressures may lead to an increase in our operating expenses and distract our management from carrying out our business strategies.

We may be unable to keep pace with changes in technology, industry practices, or consumer needs, or develop solutions compatible with evolving e-commerce models.

The e-commerce market is characterized by rapid technological changes and frequent changes in rules, specifications and other requirements for selling brand owners' products. Our ability to retain existing brand owners and attract new brand owners depends in large part on our ability to enhance and improve our existing solutions and introduce new solutions that can adapt quickly to these technological changes on the part of major e-commerce channels. To achieve market acceptance for our solutions, we must effectively anticipate and offer solutions that meet frequently changing requirements in a timely manner. If our solutions fail to do so, our ability to renew our contracts with existing brand owners, and our ability to create or increase demand for our solutions, will be impaired.

We and brand owners may be unable to anticipate changes in consumers' buying preferences and adjust accordingly in a timely manner.

Our success depends, in part, upon our ability and brand owners' ability to anticipate and respond to consumer trends with respect to products sold through the stores that we operate. Constantly changing consumer preferences have affected and will continue to affect the online retail industry. We and brand owners must stay abreast of emerging consumer preferences, accurately predict consumers' tastes, anticipate product trends that will appeal to existing and potential consumers and avoid overstocking or understocking products to be successful. Failure in such endeavors may be detrimental to sales on brand owners' e-commerce businesses and result in unsold inventory markdowns, which could negatively impact our financial results.

RISK FACTORS

We have limited control over the operations of online platforms in channel distribution, and thus, we may be exposed to risks arising from their actions.

Our agreements with brand owners define what products we may sell, pricing guidelines, and approved e-commerce channels, and we must comply with these terms in operating our sales business. We need to abide by our agreements with brand owners in operating our sale of goods business. To ensure downstream distribution platforms under the channel distribution model comply with the policies of brand owners as we do, we typically require downstream distribution platforms to carry out their business by following policies in respect of the designated sales channels, marketing activities, recommended retail price and customer service that are pre-determined. However, given that we cannot control their actions, there is no guarantee that these platforms will carry out their business in full compliance with both our and brand owners’ policies and standards. Any such unauthorized activities by downstream distribution platforms may subject us to a breach of contract liability. The remedies available to us upon a breach by downstream distribution platforms under the relevant agreements may not be sufficient to cover all losses we incur. If any of them is required to suspend or cease its operations as a result of noncompliance with the relevant PRC laws and regulations, our results of operations, market share, geographical coverage and brand image may be adversely affected.

The ongoing improvement and reliable operation of our technology platform, including its functionality, performance, design, security, scalability, and underlying IT systems, is essential to our business. Failure to maintain or enhance these aspects to meet the changing requirements of brand owners may significantly harm our operations and reputation.

The satisfactory performance, reliability and availability of our technology platform are critical to our success and our ability to attract and retain brand owners and provide quality customer services. Any system interruptions caused by telecommunications failures, errors encountered during system upgrades or system expansions, computer viruses, hacking or other attempts to harm our systems that result in the unavailability or slowdown of our technology platform, degraded order fulfillment performance, or additional shipping and handling costs may, individually or collectively, materially and adversely affect our business, reputation, financial condition and results of operations. In addition, any system failure or interruption could cause material damage to our reputation and brand image if our systems are perceived to be insecure or unreliable. Our servers may also be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to system interruptions, website slowdown or unavailability, delays or errors in transaction processing, loss of data or the inability to accept and fulfill consumers’ orders. Security breaches, computer viruses and hacking attacks have become more prevalent in our industry. Although we have not experienced such attacks or unexpected interruptions in the past, there remains a possibility that these could occur in the future. We can provide no assurance that our current security mechanisms will be sufficient to protect our IT systems from any third-party intrusions, viruses or hacker attacks, information or data theft or other similar activities. Any such future occurrences could materially and adversely affect our business, reputation, financial condition and results of operations.

RISK FACTORS

If the e-commerce market in China does not grow, or grows more slowly than we expect, demand for our solutions could be adversely affected.

Despite the rapid development of the e-commerce industry in China and the increase in the number of people adapted to online shopping in recent years, there is no guarantee that the e-commerce market in China, especially the segment for overseas or mid-to-medium brands will continue to grow at the same pace as we expect in the future. The long-term development and prospects of the e-commerce business in China are affected by numerous factors, which may be beyond our control. These factors include, but are not limited to:

- Growth and penetration of internet, broadband and mobile devices in China.
- Changes in consumer demographics, tastes and preferences.
- Consumers’ trust and confidence in online platforms, products and services.
- The competitive landscape of retailing, including new online and offline retail models.
- Quality and efficiency of logistics, fulfillment, payment and other ancillary services.
- Laws, regulations and government policies relating to the internet, data and e-commerce.

Our financial performance is significantly affected by seasonality, especially that resulting from major e-commerce promotion periods.

Our results of operations are affected by seasonal fluctuations in demand for our solutions, which are primarily driven by consumer spending habits. Generally, in the second and fourth quarters of the year, when e-commerce platforms experience heightened promotional activities and increased shopping traffic, we receive a larger number of orders, resulting in higher revenue. As we believe that this pattern is likely to continue in the foreseeable future, quarterly comparisons of our operating results may not be useful and our results of operations in any particular period will not necessarily be indicative of the results of operations to be expected for any future period.

Software failures or human errors could cause our solutions to oversell brand owners’ inventory or misprice their products.

Some brand owners rely on our solutions to automate the allocation of their inventories simultaneously across multiple e-commerce channels, as well as to ensure that their sales comply with the policies of each channel. In many instances, our personnel operate our solutions on behalf of brand owners. If our solutions do not function properly, or if there are human errors on the part of our service staff, brand owners might inadvertently sell more inventories than they actually have in stock or make sales that violate channel policies. Overselling their inventories could force brand owners to cancel orders at rates that violate channel policies. Errors in our software or human error could cause transactions to be

RISK FACTORS

incorrectly processed that would cause GMV and our fees to be overstated. Instances of such errors could reduce demand for our solutions and hurt our business reputation. Brand owners could also seek recourse against us in these cases.

Our business collects and processes a large amount of data and is subject to various evolving laws and regulations regarding cybersecurity and data privacy. Any failure to address cybersecurity and data privacy concerns, including any improper use or disclosure of or unauthorized access to such data, may harm our business and reputation and result in threats of lawsuits, administrative penalty and related liabilities.

Our business collects and processes a large quantity of personal, transaction and behavioral data. We face risks in the handling and securing of these large volumes of data. In particular, we face a number of challenges relating to data from transactions and other activities, including:

- protecting the data in and hosted on our system, including against attacks on our system by outside parties or fraudulent behavior by our employees;
- addressing concerns related to privacy and sharing of data, safety, security and other factors;
- complying with applicable laws, rules and regulations relating to the collection, use, disclosure or security of personal information, including any requests from regulatory and government authorities relating to such data; and
- ensuring the compliance of third-party service providers with the data protection related clauses in agreements with us.

Significant capital and other resources may be required to protect against information security breaches or to alleviate problems caused by such breaches or to comply with our privacy policies or privacy-related legal obligations. The resources required may increase over time as the methods used by hackers and others engaged in online criminal activities are increasingly sophisticated and constantly evolving. Any failure or perceived failure by us to prevent information security breaches or to comply with privacy policies or privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other customer data, could cause our consumers to lose trust in us and could expose us to legal claims. Any perception by the public that online transactions or the privacy of user information are becoming increasingly unsafe or vulnerable to attacks could inhibit the growth of e-commerce services generally. We are subject to laws and regulations of the PRC and other countries and regions relating to the collection, use, retention, security and transfer of personally identifiable information with respect to our customers and employees. See “Regulatory Overview—Regulations on Cybersecurity, Data Security, and Personal Information Protection.”

We depend on third-party delivery service providers to deliver products to consumers.

We rely on third-party delivery service providers to deliver products to consumers, and any major interruptions to or failures in these third parties’ delivery services could prevent the

RISK FACTORS

timely or successful delivery of products. These interruptions may be due to unforeseen events that are beyond our or their control, such as inclement weather, natural disasters, transportation interruptions, fire incidents or labor unrest or shortage. If products are not delivered on time or are delivered in a damaged state, consumers may refuse to accept products and may claim refund from us or brand owners, and brand owners and consumers may have less confidence in our services. As a result, we may lose brand owners, and our financial condition and reputation could suffer.

We provide warehousing and logistics management for certain brand owners, exposing us to potential operational lapses, accidents, crimes or disputes regarding stock handling.

We provide warehousing and logistics management services for certain brand owners. To support these operations, we utilize our logistics and warehousing infrastructure.

Our ability to accurately manage inventory and fulfill orders depends on the smooth and uninterrupted operation of our fulfillment and warehousing network. This infrastructure is vulnerable to damage caused by events such as fire, flood, power outages, telecommunications failures, cyberattacks, break-ins, natural disasters, human error, and other unforeseen incidents. Operational lapses in stock handling, inventory discrepancies, or disputes with brand owners could also arise.

If any of our fulfillment and logistics infrastructures were rendered partially or completely inoperable due to such events, we might be unable to receive, store, or dispatch products, leading to significant delays or an inability to fulfill orders. Such disruptions could harm our reputation, lead to penalties or claims from brand owners, and result in substantial financial losses. We currently do not carry business interruption insurance to fully protect us from all potential natural disasters, force majeure risks, or prolonged operational disruptions.

We are subject to payment processing related risks.

We accept payments using a variety of methods, including online payments with credit cards and debit cards issued by major banks in China, payment through third-party online payment platforms such as Alipay and WeChat Pay, and payment on delivery. We may be subject to fraud and illegal activities in connection with the various payment methods we offer. We are also subject to various rules, regulations and requirements, regulatory or otherwise, governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from consumers, process electronic funds transfers or facilitate other types of online payments, and our business, financial condition and results of operations could be materially and adversely affected.

Negative media coverage or online postings about our Group, brand, management, brand owners, or products could materially harm our business and reputation.

Our growth and success depend significantly on consumer awareness, recognition, adoption and trust in our and brand owners’ brands. Negative media coverage, including disparaging comments, reviews, or misinformation about our and brand owners’ brands or

RISK FACTORS

products we promote and sell on social media platforms, or any negative publicity related to our business partners, could negatively affect consumer perception and confidence in the products we promote and sell. Furthermore, adverse publicity about the industries we or the brand owners that we serve operate in, whether or not directly associated with us, may influence general consumer perception towards industry participants, adversely affecting confidence in us. In particular, the quality and safety of the products that the brand owners that we serve are critical to preserving brand equity and consumer trust. Any actual or perceived deficiencies, such as product defects or substandard raw materials, whether due to inadequate quality control or supplier-related issues, could lead to product returns, recalls, regulatory scrutiny or consumer complaints. Although we have implemented rigorous quality control procedures, these systems may not fully prevent such risks, particularly where external suppliers are involved. In addition, incidents of consumer dissatisfaction may be amplified through social media platforms, intensifying reputational damage and possibly resulting in fines, sanctions or enforcement actions. Brand image for brand owners’ brands may also be impaired by imitation or counterfeit products, which could confuse consumers and divert traffic away from brand owners’ products. Any of such events could damage our brand image and reputation.

Our business and growth prospects heavily rely on the retention and engagement of key executives and skilled employees.

Our future success is significantly dependent upon the continued service of our key executives and other key employees. If we lose the services of any member of management or key employees, we may not be able to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new staff, which could severely disrupt our business and growth.

Competition for talent in the brand online retail integrated operations services industry is intense, and the availability of suitable and qualified candidates in China is limited. Competition for these individuals could cause us to offer higher compensation and other benefits to attract and retain them. Even if we were to offer higher compensation and other benefits, there is no assurance that these individuals will choose to join or continue to work for us. Any failure to attract or retain key management and personnel could severely disrupt our business and growth.

We rely on continued cooperation with e-commerce channels, search engines, and websites for marketing and traffic generation, and there is no guarantee that we can establish or effectively manage these relationships.

We are familiar with traffic distribution rules across major e-commerce channels and have accumulated extensive experience in acquiring traffic across various vertical and niche categories. We are able to help brand owners effectively achieve traffic on e-commerce channels and support sustainable business growth. If we are unable to maintain these relationships with e-commerce channels, search engines and websites, our ability to attract new brand owners could be harmed. Further, many of the parties with which we have online advertising arrangements provide advertising services for other marketers of goods. As a result, these parties may be reluctant to enter into or maintain relationships with us. Failure to achieve sufficient traffic or generate sufficient revenue from purchases originating from third

RISK FACTORS

parties may limit brand owners’ and our ability to maintain market share and revenue and affect our profitability. Moreover, if we are unable to manage and conduct marketing and promotional activities for our customers cost-effectively, they may turn to other alternatives, reducing our revenue and potentially materially adversely affecting our business and reputation.

We may not be able to adequately protect our intellectual property rights.

We rely on a combination of trademark, fair trade practice, patent, copyright and trade secret protection laws in China and other jurisdictions, as well as confidentiality procedures and contractual provisions, to protect our intellectual property rights. We also enter into confidentiality agreements with our employees and any third parties who may access our proprietary information, and we rigorously control access to our proprietary technology and information. However, intellectual property protection may not be sufficient. Accordingly, we may not be able to effectively protect our intellectual property rights or to enforce our contractual rights. In addition, policing any unauthorized use of our intellectual property is difficult, time-consuming and costly, and the measures we have taken may be inadequate to prevent the misappropriation of our intellectual property. Any failure in protecting or enforcing our intellectual property rights could have a material adverse effect on our business, financial condition and results of operations. On the other hand, third parties may claim that the technology or content used in our operation of online stores or our service offerings infringes upon their intellectual property rights. The possibility of intellectual property claims against us increases as we continue to grow, particularly internationally. Such claims, regardless of merit, may result in our expenditure of significant financial and management resources, injunctions against us or payment of damages. We may need to obtain licenses from third parties who allege that we have infringed their rights, but such licenses may not be available on terms acceptable to us or at all. These risks have been amplified by the increase in the number of third parties whose sole or primary business is to assert such claims.

Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from growing.

We may in the future be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all. Additional equity or equity linked financing may dilute the interests of our shareholders, and debt financing, if available, may involve restrictive covenants and could restrict our operational flexibility and reduce our profitability. Our ability to obtain additional financing in the future is subject to many uncertainties, including our future financial condition, results of operations, cash flows, [REDACTED] of our [REDACTED], liquidity of international capital and lending markets and PRC governmental regulations over foreign investment and cross-border financing and the Internet industry in the PRC. If we cannot raise funds on acceptable terms, we may not be able to grow our business or respond to competitive pressures.

Weaknesses in China’s telecom systems could disrupt our digital retail solutions and materially harm our financial and operational outcomes.

E-commerce channels could cease operations unexpectedly due to a number of events, including interruptions in telecommunication services, computer viruses and unlawful access

RISK FACTORS

to e-commerce channels. Any material channel downtime or disruption could prevent us from providing solutions to brand owners, and reduce sales in online stores operated by us. The risks of these events occurring are even higher during certain periods of peak usage and activity, such as on or around the Singles Day Promotion or other promotional events, when user activity and transactions are significantly higher on our online stores compared to other days of the year. As our GMVs are concentrated on a limited number of e-commerce channels, the adverse effects of such downtime and disruption could be significant to our operations as a whole. This instability and susceptibility could create serious challenges to us.

Our insurance might be insufficient to cover full business risks, which could expose us to significant costs and business disruption.

We have obtained insurance to cover certain potential risks, such as property insurance covering our inventory inside our self-operated warehouses and fixed assets such as equipment. We do not maintain insurance covering product liability claims arising from the use, consumption or operation of the products we sell and claims arising from our negligence in business operation, which are not required by any applicable laws or regulations. We do not maintain key-man insurance on any of our senior management or key personnel, or business interruption insurance. There is no assurance that the insurance policies we maintain are sufficient to cover all of our operational risks. This could expose us to potential claims and losses.

In addition, our third-party service providers may fail to purchase insurance or maintain effective insurance. Even if we are successful in our claims against third-party service providers when certain accidents occur, such third-party service providers may not be able to fully, or at all, pay the damages resulting from such accidents. Any business disruption, litigation, regulatory action, outbreak of epidemic disease, accidents, or natural disaster could also expose us to substantial costs and diversion of resources. We cannot assure you that our insurance coverage or our third-party service providers’ insurance coverage is sufficient to prevent us from any loss or that we will be able to successfully claim our losses under our current insurance policy on a timely basis, or at all. If we incur any loss that is not covered by our insurance policies, or the compensated amount is significantly less than our actual loss, our business, financial condition and results of operations could be materially and adversely affected.

We may not be able to recover the capital expenditures invested in enhancing our technology and innovation capabilities or upgrading our technology platform.

We have invested and will continue to expend financial resources to strengthen our technology and innovation capabilities and upgrade our technology platform, in order to serve a wider variety of brand owners and other customers with a broader array of services. We expect that we will continue to invest in these and other initiatives as our business develops. However, investments in technology and innovation initiatives are inherently uncertain, and we may encounter practical difficulties in deploying or commercializing our technology and innovations. As a result, we may not be able to recover the expenditures associated with these investments, and any recovery of such expenses may take longer than expected.

RISK FACTORS

Our expansion into new markets, service and product categories may expose us to new challenges and additional risks.

We may seek to explore new business opportunities, including expanding into new high potential product categories or developing services for emerging e-commerce channels, or enter into new markets and consummate strategic investments or acquisitions to enhance our market presence and capture emerging consumer demand. We cannot assure you that our new initiatives will be successful or yield the expected commercial benefits, or we will successfully expand into the new markets. In addition, we may experience difficulties in integrating our operations with the newly invested or acquired businesses, implementing our strategies or achieving expected levels of revenue, profitability, productivity or other benefits. We may also incur significant expenses as a result of our international expansion. Failure to successfully manage these risks could subject us to significant costs that we cannot recover, which could compromise our existing competitive position.

We use a number of key operating metrics to assess our business performance. If these metrics are perceived as inaccurate, it could harm our reputation.

We rely on certain key operating metrics, such as GMV, to evaluate the performance of our business. Our operating metrics may differ from estimates published by third parties or from similarly titled metrics used by other companies due to differences in methodology and assumptions. If these metrics are perceived to be inaccurate by [REDACTED], or [REDACTED] make [REDACTED] decisions based on operating metrics we disclosed but with their own methodology and assumptions or those published or used by third parties or other companies, our reputation may be harmed, which could negatively affect our business, and we may also face potential lawsuits or disputes.

Increasing awareness of environmental, social and governance issues may result in the adoption of more stringent laws and regulations that increase our compliance costs.

The growing concerns about ESG issues, such as packaging recycling, clean energy and environmental protection, and the evolving PRC laws and regulations relating to environmental protection, particularly those regarding carbon emissions from transportation vehicles, may lead to the adoption of more stringent laws and regulations affecting our business operations. As a result, we may need to devote more efforts and resources to ensure that we comply with these laws and regulations. We have recognized the importance of ESG and have taken several measures to achieve sustainable development and comply with the ESG-related laws and regulations that apply to us. See “Business — Environmental, Social and Governance (“ESG”).” However, we cannot assure you that these measures adopted by us can effectively mitigate the associated risks and help us navigate the evolving ESG matters in a complex and changing regulatory environment. Changing existing ESG related laws and regulations or the enactment of new ESG-related laws and regulations may increase our compliance costs, and if we fail to comply with such ESG-related laws and regulations, we may be subject to administrative penalties, fines or orders to suspend our operations, and our business and financial condition may be materially and adversely affected.

RISK FACTORS

RISKS RELATING TO OUR FINANCIAL POSITION

We may be unable to effectively manage our growth while maintaining profitability.

We have experienced significant growth in recent years, both in terms of overall scale and business diversification. Our total revenue increased by 7.6% from RMB1,318.3 million in 2023 to RMB1,419.1 million in 2024, and further increased by 11.8% to RMB1,586.6 million in 2025.

As we continue to expand our brand portfolio and consumer base, we face increasing operational complexity that may challenge our ability to maintain efficiency and achieve strategic goals. To support our ongoing growth, we must continue to manage a larger and more diverse group of e-commerce channels and brand owners, as well as build and sustain mutually beneficial relationships. At the same time, we need to continuously enhance and upgrade our infrastructure and technology, improve control over our operational, financial and management systems, strengthen our supplier and sales network management, refine our reporting systems and procedures, and expand, train and manage our employees. All these efforts will require significant managerial, financial and human resources, and we cannot assure you that such efforts will be able to effectively manage our growth. In addition, changes and developments in industries where we operate may also require us to re-evaluate our business model and make material adjustments to our long-term strategies and business plans. Our failure to adapt to these changes and developments may have a materially adverse effect on our business, financial condition and results of operations. Even if we innovate and adapt to these changes and developments, we may nevertheless fail to realize the anticipated benefits, and such initiatives may adversely impact our profitability.

Granting awards under our Employee Incentive Scheme could raise share-based compensation expenses and harm our results of operations.

We have adopted Employee Incentive Scheme to provide additional incentives to directors, senior management and employees. In 2023, 2024 and 2025, we recorded an aggregate of RMB14.9 million, RMB26.3 million and RMB28.7 million, respectively, in equity-settled share-based payment expenses. We may adopt new share incentive plans and grant options, restricted share units and other types of awards. We believe the granting of share-based awards is important to our ability to attract and retain key personnel and employees, and we will continue to grant share-based awards in the future. As a result, our expenses associated with share-based compensation may increase, which may have an adverse effect on our results of operations.

If we fail to manage our inventories effectively, our results of operations, financial condition and liquidity may be materially and adversely affected.

We had inventories of RMB45.6 million, RMB46.5 million and RMB72.2 million as of December 31, 2023, 2024 and 2025, and our inventories turnover days were 502 days, 522 days and 523 days in 2023, 2024 and 2025, respectively. Our inventories primarily consist of finished goods. We depend on our demand forecasts to make procurement and to manage our inventories. Such demand, however, can change significantly between the date inventories are ordered and the date by which we plan to sell them. Demand may be affected by various

RISK FACTORS

factors, including seasonality, new product launches, pricing and discounts, changes in consumer spending patterns and tastes. If we fail to manage our inventories effectively, we may be subject to excessive warehousing costs, heightened risks of inventory obsolescence, decline in inventory value, and significant inventory write-offs. Any of the above may materially and adversely affect our results of operations and financial performance. On the other hand, if we underestimate demand for our products, or if brand owners fail to supply in sufficient quantity and a timely manner, we may experience inventory shortages, which might materially and adversely affect our business, financial condition and results of operations.

If we do not manage our accounts receivable effectively this could materially and adversely affect our operating results, financial condition, and liquidity.

As of December 31, 2023, 2024 and 2025, our trade receivables amounted to RMB430.8 million, RMB394.4 million and RMB455.1 million, respectively. Our trade receivable turnover days were 111 days, 112 days and 103 days in 2023, 2024 and 2025, respectively. Any future increase in the amount of our trade receivables and trade receivable turnover days may make it more challenging for us to manage our working capital effectively, and our results of operations, financial condition and liquidity may be materially and adversely affected.

Our Controlling Shareholders have substantial interests over the Company, and their respective interests may not be aligned with the interests of other Shareholders.

Our Controlling Shareholders have substantial influence over our business, including matters relating to our management, policies and decisions regarding mergers, expansion plans, consolidations and sales of all or substantially all of our assets, election of Directors and other significant corporate actions. Immediately following the completion of the [REDACTED], our Controlling Shareholders will be entitled to exercise approximately [REDACTED]% of the voting rights of the Company. This concentration of ownership may discourage, delay or prevent a change in control of the Company, which could deprive other Shareholders of an opportunity to receive a premium for their Shares as part of a sale of the Company. These events may occur even if they are opposed by our other Shareholders. In addition, the interests of our Controlling Shareholders may differ from the interests of our other Shareholders. It is possible that our Controlling Shareholders may exercise its substantial influence over us and cause us to enter into transactions or take, or fail to take, actions or make decisions that conflict with the best interests of our other Shareholders.

RISK FACTORS

RISKS RELATING TO THE JURISDICTIONS IN WHICH OUR BUSINESS OPERATES

We are subject to the approval, filing or other requirements of the CSRC or other PRC governmental authorities in connection with the [REDACTED] and future capital raising activities.

We cannot assure you that any new rules or regulations promulgated in the future will not impose additional requirements or restrictions on us or our financing activities. If it is determined in the future that approval from or filing with the CSRC or other regulatory authorities or other procedures are required, we may fail to obtain such approval, perform such filing procedures or meet such other requirements in a timely manner or at all. We may face sanctions by the CSRC or other PRC regulatory authorities for failure to seek CSRC approval or other government authorization, or perform filing procedures, for our future financing activities, and these regulatory authorities may impose fines and penalties on us, limit our operating activities in the PRC, limit our ability to pay dividends outside the PRC, delay or restrict the repatriation of the proceeds from such future financing activities into the PRC or take other actions to restrict our financing activities, which could have a material and adverse effect on our financial conditions and business prospects.

Our ability to grow and remain profitable relies on China’s overall economic and political environment, as well as consumer confidence and spending levels.

During the Track Record Period, substantially all of our revenue was derived from our operations in Chinese Mainland. Accordingly, our financial condition and results of operations are affected to a significant extent by economic, political and legal developments in the PRC, as well as by trends in consumer confidence and household spending.

The PRC economy differs from the economies of most developed countries in many respects, including the extent of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. Although the PRC government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets, and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises control over China’s economic growth by allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, regulating financial services and institutions and providing preferential treatment to particular industries or companies.

While the PRC economy has experienced significant growth in the past decades, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but may also have a negative effect on us. Our financial condition and results of operation could be adversely affected by government control over capital investments or changes in tax regulations that are applicable to us. In addition, the PRC government has implemented in the past certain measures to manage the pace of economic growth. These measures may cause decreased economic activity, which in turn could lead to a reduction in demand for our services.

RISK FACTORS

In recent years, fluctuations in consumer sentiment, driven by macroeconomic uncertainty, employment conditions, household income levels and overall expectations of future economic prospects, have directly influenced discretionary consumption patterns in China. Any sustained weakening in consumer confidence or reduction in spending levels may reduce demand for our services and adversely impact our growth prospects.

We are subject to laws that are applicable to retailers, including advertising and promotion laws and consumer protection laws that could require us to modify our current business practices and incur increased costs.

We are subject to numerous PRC laws and regulations that regulate retailers generally or govern online retailers specifically. See “Regulatory Overview.” During the Track Record Period, we have not been subject to any non-material administrative proceedings or penalties due to non-compliances with such laws and regulations but we may be subject to allegations of non-compliance with these laws and regulations in the future. Such allegations, which may or may not have merit, may result in administrative penalties and other costs to us, and we may need to adjust some of our advertising and promotional practices as a result. If these regulations were to change or if we are found to be in violation of them, we may need to spend additional costs to rectify non-compliance, adjust our business practices and could be subject to fines or penalties or suffer reputational harm, which could reduce demand for the products or services offered by us and hurt our business and results of operations

Pursuant to the amended Consumer Protection Law, consumers are generally entitled to return goods purchased within seven days upon receipt without giving any reason if they purchase the goods over the internet. Consumers whose interests have been damaged due to their purchase of goods online may claim damages against sellers. Moreover, if we deceive consumers or knowingly sell substandard or defective products, we would not only be required to compensate consumers for their losses, but also pay additional damages equal to three times the price of the goods or services.

E-commerce channels are also subject to stringent obligations under the amended Consumer Protection Law. For example, where e-commerce channels are unable to provide the real names, addresses and valid contact details of the sellers, the consumers may also claim damages from the channels operators. E-commerce channels that know or should have known that sellers use their channels to infringe upon legitimate rights and interests of consumers but fail to take necessary measures will bear joint and several liabilities with the sellers. In addition, e-commerce channels may take measures and impose stricter requirements on us or brand owners as a reaction to their enhanced obligations under the amended Consumer Protection Law.

Similar legal requirements may change from time to time, and we are unable to predict the ultimate cost of compliance with these requirements or their effect on our operations. We may be required to make significant expenditures or modify our business practices to comply with existing or future laws and regulations or to satisfy compliance requests from the e-commerce channels, which may increase our costs and limit our ability to operate our business.

RISK FACTORS

We may, from time to time, become a party to litigation, other legal and contractual disputes, claims and administrative or other regulatory proceedings.

We may, from time to time, be subject to various litigation, legal or contractual disputes, claims, or administrative proceedings in the ordinary course of our business, including, but not limited to, various disputes with or claims from our consumers, suppliers, customers, business partners and other third parties. Ongoing or threatened litigation, legal or contractual disputes, claims or administrative proceedings may divert our management’s attention and other resources. Furthermore, any litigation, legal or contractual disputes, claims or administrative proceedings that are initially not of material importance may escalate and become important to us, due to a variety of factors such as the subject matter of the disputes, the likelihood of loss, the monetary amount at stake and the parties involved. If any adverse verdict, judgment or award is rendered against us or if we settle with any third parties, we may be required to pay significant monetary damages or assume other liabilities. In addition, negative publicity arising from litigation, legal or contractual disputes, claims or administrative proceedings may damage our reputation and have a material and adverse impact on our business, results of operations and financial condition.

Failure to comply with the PRC regulations regarding contribution of social insurance premium or housing provident fund may subject us to fines and other legal or administrative sanctions.

According to the PRC Social Insurance Law (《中華人民共和國社會保險法》) and other applicable PRC regulations, any failure to make timely and adequate contribution of social insurance premium for its employees may trigger an order of correction from competent authority requiring the employer to make up the full contribution of such overdue social insurance premium within a specified period of time, and the competent authority may further impose fines or penalties. According to the Regulations on Management of Housing Provident Fund (《住房公積金管理條例》), the relevant housing fund authority may order an enterprise to pay outstanding contributions within a prescribed time limit.

During the Track Record Period, we made social insurance and housing provident fund contributions for our employees in accordance with PRC laws and regulations and local practices. During the Track Record Period, we had certain shortfalls in our statutory contributions in the PRC, primarily because: (i) social insurance and housing provident fund contributions were not made in full based on each employee’s actual wage base of the preceding year; and (ii) for certain employees who voluntarily waived their participation in the housing provident fund scheme, we did not make such contributions, as they would require the employees to bear additional personal costs. During the Track Record Period, we were not subject to any administrative penalties in connection with these social insurance or housing provident fund contribution matters.

As advised by our PRC Legal Advisor, an employer that has not made social insurance contributions at a rate and based on an amount prescribed by the law, or at all, may be ordered to rectify the non-compliance and pay the required contributions within a stipulated deadline and be subject to a late payment fee of up to 0.05% per day. If the employer still fails to rectify the failure to make social insurance contributions within the stipulated deadline, it may be subject to a fine ranging from one to three times of the amount overdue. In addition, an employer that has failed to pay the housing provident fund on time or underpaid the housing

RISK FACTORS

provident fund in violation of relevant regulations, may be ordered to make the payment within a stipulated deadline. If the employer still fails to make the payment within the stipulated deadline, the competent authorities may apply to the court for compulsory enforcement. As a result, we may be required by competent authorities to rectify the non-compliance and could be subject to a fine or penalty.

We plan to adopt enhanced internal control procedures when demanded, which procedures may include (a) strengthening management to ensure accurate calculation, declaration, and payment in compliance with applicable laws and regulations; (b) assigning separate staff for calculation and review; (c) requiring preparer and reviewer to separately sign off after completing their tasks; and (d) requiring internal audit/inspection departments to conduct regular checks on declarations and payments to ensure compliance, we will adopt the rectification measures and enhance relevant internal control measures when competent authorities require. Despite such planned procedures, we cannot assure you that we will not be subject to any penalty, or order to rectify non-compliance in the future. We may incur additional expenses to comply with such laws and regulations. For details related thereto, please see “Business — Employees”.

We may be classified as a “PRC resident enterprise” for PRC enterprise income tax purposes, which could result in unfavorable tax consequences to us and our shareholders and adversely affect our results of operations and the value of your [REDACTED].

Under the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (the “EIT Law”) and its implementation rules, subject to any applicable tax treaty or similar arrangement between PRC and a Non-PRC investor’s jurisdiction of residence that provides for a different income tax arrangement, Chinese Mainland withholding tax at the rate of 10% is normally applicable to dividends from Chinese Mainland sources payable to investors that are Non-Chinese Mainland resident enterprises, which do not have an establishment or place of business in Chinese Mainland, or which have an establishment or place of business in Chinese Mainland if the relevant income is not effectively connected with such establishment or place of business. Any gains realized on the transfer of shares by such investors are subject to a 10% Chinese Mainland income tax rate if such gains are regarded as income from sources within Chinese Mainland unless a treaty or similar arrangement provides otherwise.

As of December 31, 2025, PRC laws have not expressly provided that individual income tax shall be collected from Non-PRC resident individuals on the sale of shares of PRC resident enterprises listed on overseas stock exchanges. If Chinese Mainland income tax is imposed on gains realized from the transfer of our [REDACTED] or on [REDACTED] paid to our Non-Chinese Mainland resident [REDACTED], the value of your [REDACTED] in our [REDACTED] may be affected. Furthermore, our Shareholders whose jurisdictions of residence do not have tax treaties or arrangements with Chinese Mainland may not qualify for benefits under such tax treaties or arrangements.

RISK FACTORS

We are subject to risks in relation to leased properties.

We currently lease several premises in China. Under the PRC laws and regulations, lease agreements in general are required to be registered with the local land and real estate administration bureau. The lease agreements of six of our leased properties in China have not been registered with the relevant PRC government authorities. See “Business—Properties.” If we receive notice from the relevant PRC government authorities requiring us to complete the registration within the prescribed time frame and if we fail to do so, the relevant PRC government authorities may impose a maximum fine of RMB10,000 for each unregistered lease. In the event that any fine is imposed on us for our failure to register our lease agreements, we may not be able to recover such losses from the lessors.

You may be subject to Chinese income tax on dividends from us or on any gain realized on the transfer of our [REDACTED].

Under the EIT Law and its implementation rules, subject to any applicable tax treaty or similar arrangement between China and your jurisdiction of residence that provides for a different income tax arrangement, Chinese withholding tax at the rate of 10% is normally applicable to dividends from Chinese sources payable to investors that are resident enterprises outside of China, which do not have an establishment or place of business in China, or which have such establishment or place of business if the relevant income is not effectively connected with the establishment or place of business. Any gain realized on the transfer of shares by such investors is subject to 10% (or a lower rate) Chinese income tax if such gain is regarded as income derived from sources within China unless a treaty or similar arrangement otherwise provides. Under the Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法》) and its implementation rules, dividends from sources within China paid to foreign individual investors who are not residents in China, are generally subject to a Chinese withholding tax at a rate of 20%, and gains from Chinese sources realized by such investors on the transfer of shares are generally subject to 20% Chinese income tax, in each case, subject to any reduction or exemption set forth in applicable tax treaties and Chinese laws.

Although substantially all of our business operations are in China, it is unclear whether dividends we pay with respect to our Shares, or the gain realized from the transfer of our Shares, would be treated as income derived from sources within China and would, as a result, be subject to Chinese income tax. If Chinese income tax is imposed on gains realized through the transfer of our Shares or on dividends paid to our non-resident investors, the value of your [REDACTED] in [REDACTED] may be adversely affected. Furthermore, those of our Shareholders whose jurisdictions of residence have tax treaties or arrangements with China may not qualify for benefits under such tax treaties or arrangements.

RISK FACTORS

Laws and regulations over foreign currency conversion and on the remittance of Renminbi into and out of the PRC may affect our utilization of our revenue and our ability to remit dividends.

The PRC government imposes laws and regulations on the convertibility of the Renminbi into foreign currencies and, in certain cases, the remittance of Renminbi into and out of the PRC. Under the existing PRC foreign exchange regulations, foreign exchange transactions under the current account conducted by us, including the payment of dividends, can be made in foreign currencies without prior approval of SAFE by complying with certain procedural requirements and conducting such transactions at designated foreign exchange banks within the PRC that have the licenses to carry out foreign exchange business. Foreign exchange transactions under the capital account, however, normally need to be approved by or registered with the SAFE or its local branch unless otherwise permitted by law. Any insufficiency of foreign exchange may restrict our ability to satisfy our foreign currency demands, and we may not be able to pay dividends in foreign currencies to the holders of our H Shares. In addition, fluctuations in exchange rates may result in foreign currency exchange losses and may expose us to foreign exchange risk. The effect of foreign exchange rate changes we recognized did not exceed RMB10,000 in each year during the Track Record Period.

Fluctuations in exchange rates could result in foreign currency exchange losses and could materially reduce the value of your [REDACTED].

A substantial amount of our revenue and expenses are substantially denominated in Renminbi. We may need to obtain foreign currency to make payments of declared dividends, if any, on our Shares. In addition, our [REDACTED] from the [REDACTED] will be denominated in Hong Kong dollars. The value of currencies against the Hong Kong dollar, the U.S. dollar and other currencies is based on rates set by the People’s Bank of China, which is affected by, among other things, changes in global and geographical political and economic conditions, supply and demand in the monetary markets, and economic and political developments domestically and internationally. It is difficult for us to predict how external factors in respect of markets or policies may impact the exchange rate between the Renminbi and the Hong Kong dollar, the U.S. dollar or other currencies in the future. As a result, any appreciation of the Renminbi against the Hong Kong dollar may result in a decrease in the value of our [REDACTED] from the [REDACTED]. Conversely, any depreciation of the Renminbi may adversely affect the value of, and any dividends payable on, our [REDACTED] in a foreign currency. In addition, there are limited instruments available for us to reduce our foreign currency risk exposure at reasonable costs. All of these global and geographical political and economic factors may adversely affect the value of and any dividends payable on, our [REDACTED] in Hong Kong dollars.

RISK FACTORS

The change in tax regulations, non-compliance with such tax regulations in the PRC, or discontinuation of any of the preferential income tax treatments or government grants currently available to us could have an adverse effect on our results of operations and financial condition.

The PRC government from time to time adjusts or changes its policies on value-added, business, resources, fuel and oil, property development and other taxes. Non-compliance with the PRC tax laws and regulations may also result in penalties or fines imposed by relevant tax authorities. Adjustments or changes to the PRC tax laws and regulations and tax penalties or fines could have an adverse effect on our business, financial condition and results of operations.

Under the EIT Law, during the Track Record Period, Buy Quickly E-Commerce and Buy Quickly E-Vogue have obtained High and New Technology Enterprises (“HNTe”) certification and hence are entitled to a preferential CIT rate of 15% for the Track Record Period. This qualification is subject to review by the relevant authority in the PRC for every three years. Such preferential tax treatments may expire when such entities no longer meet the regulatory criteria. We cannot assure you that we will be able to maintain our current effective tax rate in the future.

We also received subsidies from local governments in China as incentives for conducting business in certain local districts. We recognized cash subsidies of RMB50.3 million, RMB6.9 million, and RMB37.2 million in 2023, 2024 and 2025, respectively. These government subsidies are non-recurring in nature and we cannot assure you that we will be able to receive any government subsidies in the future. For more information on the government subsidies, see Note 5 in Appendix I to this document.

The discontinuation of the above-mentioned preferential income tax treatments or government grants currently available to us in the PRC could have a material and adverse effect on our financial condition and result of operations.

Our deferred tax assets are subject to uncertainties and judgments.

In the application of our accounting policies, our management is required to make judgments, estimates and assumptions about the carrying amounts of certain assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Therefore, actual results may differ from these accounting estimates. As of December 31, 2023, 2024 and 2025, we recorded deferred tax assets of RMB10.1 million, RMB18.6 million and RMB31.6 million, respectively. We account for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on the temporary differences between the financial statements carrying amounts and tax bases of existing assets and liabilities by applying enacted statutory tax rates that will be in effect in the period in which the temporary differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance when, based upon the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized in the consolidated statements of operations in the period of change. If a substantial reversal of deferred tax assets arises in future periods, our results of operations and financial condition may be materially and adversely affected.

RISK FACTORS

Significant trade disputes between China and other countries could negatively impact our business performance and results of operations.

Our success is subject to the global macroeconomic environment and geopolitical relationships. A significant portion of our revenue is generated from providing services to overseas brand owners, many of whom are headquartered in the United States, Europe, and other regions. Escalating trade or political tensions between China and these countries could have a direct negative impact on our operations. Furthermore, heightened political tensions could lead to shifts in consumer sentiment or boycotts against foreign brands, directly impacting their sales volumes. Since our revenue from brand retail operation services is closely tied to our partners’ sales performance, any decline in their sales due to these factors could cause them to downscale their operations in China or, in extreme cases, exit the market entirely. Such events would materially and adversely affect our revenue, results of operations, and financial position.

We may be held liable for inappropriate comments or content made by third parties in carrying out our digital marketing activities.

Our operation of our digital marketing service may engage third-party individuals, such as influencers or KOLs, to perform live-streamed promotional activities. We are unable to always control the comments and content made by such persons despite the relevant protective clauses we have normally put into the agreements with them. Therefore, it is possible that certain influencers or KOLs may engage in illegal, obscene or inflammatory conversations or activities, including posting inappropriate or illegal content that may harm the public interests or the national interests. In severe circumstances, such information or content may be deemed unlawful under applicable laws and regulations, and relevant government authorities may require us to discontinue or restrict operations or services that would have led, or may lead, to such events. We may incur significant costs in investigating and defending ourselves if we find ourselves subject to penalties or claims or proceedings based on the nature or content of comments made by third-parties.

It may be difficult to effect service of process or to enforce any judgments obtained from non-PRC courts against us or our management residing in the PRC.

Substantially all of our business and operations are located in the PRC. In addition, almost all of our Directors and executive officers reside in China, and substantially all of their assets are located in China. Therefore, it may be difficult for investors to effect service of process upon those persons residing in China or to enforce against us or them in China any judgments obtained from non-PRC courts. The PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts of many other jurisdictions. As a result, recognition and enforcement in the PRC of judgments of a court in any of these jurisdictions outside China may be difficult or even impossible.

RISK FACTORS

RISKS RELATING TO THE [REDACTED]

There has been no prior public market for our [REDACTED], and their liquidity and [REDACTED] may be volatile.

Prior to this [REDACTED], there has been no public market for [REDACTED]. The initial [REDACTED] for our [REDACTED] was the result of negotiations between us and the [REDACTED] (for itself and on behalf of the [REDACTED]), and the [REDACTED] may differ significantly from the [REDACTED] for our [REDACTED] following this [REDACTED]. We have applied for [REDACTED], and permission to [REDACTED], our [REDACTED] on the Stock Exchange. There is no assurance that this [REDACTED] will result in the development of an active, [REDACTED] for our [REDACTED]. In particular, we are [REDACTED] representing [REDACTED]% of our share capital in this [REDACTED], assuming the [REDACTED] is not exercised. This factor, as well as factors such as variations in our revenue, earnings and cash flows or any other developments in our operations may affect the volume and price at which our [REDACTED] will be [REDACTED].

Furthermore, the price and trading volume of our [REDACTED] may be volatile. The following factors, among others, may cause the market price of our [REDACTED] after this [REDACTED] to vary significantly from the [REDACTED]:

- our financial results;
- unexpected business interruptions resulting from natural disasters or power shortages;
- major changes in our key personnel or senior management;
- changes in laws and regulations in China;
- our inability to compete effectively in the market;
- our inability to obtain or maintain regulatory approval for our operations;
- fluctuations in stock market prices and volume;
- changes in analysts’ estimates of our financial performance;
- political, economic, financial and social developments in China and Hong Kong and in the global economy; and
- involvement in material litigation.

In addition, shares of other companies listed on the Stock Exchange with operations and assets in China have experienced significant price volatility in the past. As a result, it is possible that [REDACTED] may be subject to changes in price not directly related to our performance and, as a result, [REDACTED] may suffer substantial losses.

RISK FACTORS

Since there will be a gap of several days between the [REDACTED] and trading of our [REDACTED], holders of [REDACTED] are subject to the risk that the market price of [REDACTED] could fall during this period before trading of [REDACTED] begins.

The [REDACTED] of [REDACTED] will be determined on the [REDACTED]. However, [REDACTED] will not commence trading on the Hong Kong Stock Exchange until they are delivered, which is expected to be about four Hong Kong business days after the [REDACTED] Date. As a result, [REDACTED] may not be able to sell or otherwise deal in [REDACTED] during that period. Accordingly, holders of [REDACTED] are subject to the risk that the [REDACTED] of [REDACTED] could fall when trading commences as a result of adverse market conditions or other adverse developments that could occur between the [REDACTED] and the time trading begins.

Substantial future sales or the expectation of substantial sales of [REDACTED] in the [REDACTED] following the expiry of the [REDACTED] period could materially and adversely affect the market price of [REDACTED].

Our Controlling Shareholders are subject to restrictions of [REDACTED] periods stipulated by the Listing Rules and certain commitments beneficial to us as described in “[REDACTED]” in this document. However, future sales of a significant number of [REDACTED] by our Controlling Shareholders or other existing shareholders in the market after the expiry of the [REDACTED] period, or the perception that these sales could occur, could cause the market price of [REDACTED] to decline and could materially impair our future ability to raise capital through future [REDACTED] of [REDACTED]. We cannot assure you that our Controlling Shareholders will not dispose of Shares held by them or that we will not issue Shares pursuant to the general mandate to issue shares granted to our Directors or otherwise, upon the expiration of restrictions set out above. We cannot predict the effect, if any, that any future sales of Shares by our Controlling Shareholders, or the availability of Shares for sale by our Controlling Shareholders, or the issuance of Shares by the Company may have on the market price of the [REDACTED]. Sale or issuance of a substantial number of Shares by our Controlling Shareholders or us, or the market perception that such sale or issuance may occur, could materially and adversely affect the prevailing market price of the [REDACTED].

Any possible conversion of Unlisted Shares into H Shares in the future could increase the supply of [REDACTED] in the market and negatively impact the market price of [REDACTED].

Subject to the approval of the State Council securities regulatory authority, our Unlisted Shares may be converted into H Shares, and such converted Shares may be listed or traded on an overseas stock exchange. Any listing or trading of the converted Shares on an overseas stock exchange shall also comply with the regulatory procedures, rules and requirements of such stock exchange. However, the PRC Company Law provides that in relation to the [REDACTED] of a company, the shares of that company which are issued prior to the [REDACTED] shall not be transferred within one year from the date of the [REDACTED]. Therefore, upon obtaining the requisite approval, our [REDACTED] may be [REDACTED], after [REDACTED], in the form of [REDACTED] on the Stock Exchange after one year of the [REDACTED], which could further increase the supply of [REDACTED] in the market and could negatively impact the market price of [REDACTED].

RISK FACTORS

As the [REDACTED] of [REDACTED] is higher than our consolidated net tangible asset book value per [REDACTED], [REDACTED] in [REDACTED] in the [REDACTED] may experience immediate dilution upon such [REDACTED].

As the [REDACTED] of [REDACTED] is higher than the consolidated net tangible assets per Share immediately prior to the [REDACTED], [REDACTED] of [REDACTED] in the [REDACTED] may experience an immediate dilution. Our existing Shareholders will receive an increase in the net tangible asset value per Share of their Shares. In addition, [REDACTED] may experience further dilution of their interest if we issue additional Shares in the future to raise additional capital.

We cannot assure you whether and when we will declare and pay dividends in the future.

We have declared dividends in the past. However, we cannot assure you that dividends of any amount will be declared or distributed by us in any year in the future. Under the applicable laws and regulations of Chinese Mainland, the payment of dividends may be subject to certain limitations, and the calculation of our profit under the Accounting Standards for Business Enterprises may differ in certain respects from the calculation under IFRS Accounting Standards. The declaration, payment and amount of any future dividends are at the discretion of our Directors, after taking into account various factors, including our results of operations, cash flows, capital expenditure requirements, market conditions, our strategic plans and prospects for business development, regulatory restrictions on the payment of dividends and other factors as our Directors may deem relevant, and subject to the approval at Shareholders’ meeting. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the applicable laws and regulations of Chinese Mainland. See “Financial Information—Dividend Policy” for further details. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our historical dividends should not be taken as indicative of our dividend policy in the future.

Certain facts, forecasts and statistics derived from external sources contained in this document may not be reliable and the market opportunity estimates may not be accurate.

Certain facts, forecasts and other statistics in this Document are derived from various government and official resources. However, our Directors cannot guarantee the quality or reliability of such source materials. We believe that the sources of the said information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. Nevertheless, information from official government sources has not been independently verified by the Company and the Sole Sponsor, any of our or its Directors, executive officers or representatives or any other person involved in the [REDACTED] and no representation is given as to their accuracy. You should therefore not place undue reliance on such information. Further, we cannot assure [REDACTED] that they are stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. In all cases, [REDACTED] should consider carefully how much weight or importance should be attached to or placed on such facts or statistics.

RISK FACTORS

Forward-looking statements contained in this document are subject to risks and uncertainties.

This Document contains certain statements and information that are forward-looking and uses forward-looking terminology such as “anticipate”, “believe”, “could”, “going forward”, “intend”, “plan”, “project”, “seek”, “expect”, “may”, “ought to”, “should”, “would” or “will” and similar expressions. These statements are, by their nature, subject to significant risks and uncertainties. [REDACTED] are cautioned that reliance on any forward-looking statement involves risk and uncertainties and that, even if the Directors believe the assumptions related to those forward-looking statements are reasonable, any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. The risks and uncertainties in this regard consist of those identified in the risk factors discussed above. In light of these and other risks and uncertainties, the disclosure of forward-looking statements in this Document should not be regarded as representations by our Company that the plans and objectives will be achieved, and [REDACTED] should not place undue reliance on such statements. Our Company does not undertake any obligation to update publicly or release any revisions of any forward-looking statements, whether as a result of new information, future events, or otherwise. All forward-looking statements in this document are qualified by reference to this cautionary statement.

You should carefully review the entire document and not rely on any information about us or the [REDACTED] contained in press articles or other media.

There have been, prior to the publication of this document, and there may be, subsequent to the date of this document but prior to the completion of the [REDACTED], press and media coverage regarding us, our business, our industry and the [REDACTED]. Such press and media coverage may include references to certain information that does not appear in this document, including certain operating and financial information and projections, valuations and other information. None of us, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] or any other person involved in the [REDACTED] has authorized the disclosure of any such information in the press or media coverage, or accepts any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication.

Accordingly, [REDACTED] should not rely on any such information or publication in making their decision whether to [REDACTED] in our [REDACTED]. [REDACTED] are reminded that, in making their [REDACTED] decisions as to whether to purchase our Shares, they should rely only on the financial, operational, and other information included in this document. By applying to [REDACTED] our [REDACTED] in the [REDACTED], you will be deemed to have agreed that you will not rely on any information other than that contained in this document.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation of the [REDACTED], we have sought the following waivers from strict compliance with certain provisions of the Listing Rules.

WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, our Company must have sufficient management presence in Hong Kong, which normally means that at least two executive directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 may be waived by having regard to, among other considerations, the applicant’s arrangements for maintaining regular communication with the Hong Kong Stock Exchange.

Given that (i) our core business operations are principally located, managed and conducted in the PRC under the supervision of our executive Directors and senior management; and (ii) our executive Directors and senior management principally reside in the PRC, our Company considers that it would be more practical for the executive Directors and senior management of our Company to remain ordinarily resident in the PRC where our Company has substantial operations. For the above reasons, we do not have, and do not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rule 8.12 of the Listing Rules.

Accordingly, we [have applied] to the Stock Exchange for, and the Stock Exchange [has granted us], a waiver from strict compliance with Rule 8.12 of the Listing Rules. We will ensure that there are adequate and efficient arrangements to achieve regular and effective communication between us and the Stock Exchange as well as compliance with the Listing Rules by way of the following arrangements:

- (a) we have appointed Mr. Liu and Ms. Chan Hiu Lam (陳曉琳) (“**Ms. Chan**”) as the authorized representatives (the “**Authorized Representatives**”) for the purpose of Rule 3.05 of the Listing Rules, who will act as our principal channel of communication with the Hong Kong Stock Exchange and would be readily contactable by phone and email to deal promptly with enquiries from the Hong Kong Stock Exchange. The Authorized Representatives possess valid travel documents and are able to renew such travel documents when they expire in order to visit Hong Kong, and accordingly, they will be available to meet with the Hong Kong Stock Exchange to discuss any matters on short notice;
- (b) to facilitate communication with the Stock Exchange, we have provided the Authorized Representatives and the Stock Exchange with the contact details of our Directors (i.e. mobile phone number, office phone number, email address and fax number (as applicable)). In the event that any of our Director expects to travel or otherwise be out of office, he or she will provide the phone number and the place of his/her accommodation to the Authorized Representatives, so that the Authorized Representatives would be able to contact all our Directors (including the proposed independent non-executive Directors) promptly at all times if and when the Hong Kong Stock Exchange wishes to contact our Directors. To the best of our knowledge and information, each Director who is not ordinarily resident in Hong Kong possesses or can [REDACTED] for valid travel documents to visit

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

Hong Kong and can meet with the Stock Exchange within a reasonable period after requested by the Stock Exchange; and

- (c) we have appointed Maxa Capital Limited as our compliance advisor (the “**Compliance Advisor**”) in compliance with Rule 3A.19 of the Listing Rules. The Compliance Advisor will, among other things and in addition to the Authorized Representatives, provide us with professional advice on continuing obligations under the Listing Rules and act as additional channel of communication of our Company with the Stock Exchange during the period from the [REDACTED] to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year immediately after the [REDACTED]. The Compliance Advisor will be available to answer enquiries from the Stock Exchange and will act as an additional channel of communication with the Stock Exchange when the Authorized Representatives are not available.

WAIVER IN RELATION TO JOINT COMPANY SECRETARIES

Rule 8.17 of the Listing Rules provides that our Company must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, our Company must appoint an individual, who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Chartered Governance Institute;
- (b) a solicitor or barrister (as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong)); and
- (c) a certified public accountant (as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong)).

In addition, pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing “relevant experience”, the Stock Exchange will consider the individual’s:

- (a) length of employment with the issuer and other issuers and the roles they played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the Securities and Futures Ordinance, Companies Ordinance, Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

Our Company appointed Ms. Nie Yao (聶瑤) (“**Ms. Nie**”) and Ms. Chan as our joint company secretaries. Please see “Directors and Senior Management” for further biographic details of Ms. Nie and Ms. Chan.

Ms. Nie has substantial experience in handling corporate, legal and regulatory compliance and administrative matters, but does not possess the qualification required under Rules 3.28 and 8.17 of the Listing Rules. Therefore, our Company has appointed Ms. Chan who fully meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, to act as one of our joint company secretaries and to provide assistance to Ms. Nie for an initial period of three years from the [REDACTED] to enable Ms. Nie to acquire the “relevant experience” required under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements under Rules 3.28 and 8.17 of the Listing Rules. The following arrangements have been, or will be, put in place to assist Ms. Nie in acquiring the qualifications and experience required as the company secretary of our Company under Rule 3.28 of the Listing Rules:

- (a) Ms. Nie will endeavor to attend relevant training courses, including briefings on the latest changes to the relevant applicable Hong Kong laws and regulations and the Listing Rules which will be organized by our Company’s Hong Kong legal advisors on an invitation basis and seminars organized by the Stock Exchange for listed issuers from time to time;
- (b) Both Ms. Nie and Ms. Chan have confirmed that each of them will be attending a total of no less than 15 hours of training courses on the Listing Rules, corporate governance, information disclosure, investors relation as well as the functions and duties of the company secretary of a Hong Kong listed issuer during each financial year as required under Rule 3.29 of the Listing Rules;
- (c) Ms. Chan will assist Ms. Nie to enable her to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as the company secretary of our Company;
- (d) Ms. Chan will communicate regularly with Ms. Nie on matters relating to corporate governance, the Listing Rules and any other laws and regulations which are relevant to our Company and its affairs. Ms. Chan will work closely with, and provide assistance to, Ms. Nie in the discharge of her duties as a company secretary, including organizing our Company’s Board meetings and Shareholders’ general meetings;
- (e) Prior to the expiry of the initial three-year period, we will evaluate Ms. Nie’s experience in order to determine if she has acquired the qualifications required under Rules 3.28 of the Listing Rules, and whether the need for ongoing assistance will continue; and
- (f) The Company has appointed Maxa Capital Limited as its Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules which will act as the additional communication channel with the Stock Exchange (for a period commencing on the [REDACTED] and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

financial year after the [REDACTED], or until the engagement is terminated, whichever is earlier) and provide professional guidance and advice to the Company (including Ms. Nie and Ms. Chan) as to the compliance with the Listing Rules and all other applicable laws and regulations.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules. Such waiver will be revoked immediately if and when (i) Ms. Nie ceases to be assisted by a person with qualifications under Rules 3.28 and 8.17 of the Listing Rules, or (ii) if there are material breaches of the Listing Rules by us. We will liaise with the Stock Exchange before the end of the three-year period to enable it to assess whether Ms. Nie, having had the benefit of Ms. Chan’s assistance for three years, will have acquired relevant experience within the meaning of Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute continuing connected transactions for the Company under the Listing Rules after [REDACTED]. We have applied to the Stock Exchange for, and the Stock Exchange [has] granted us, a waiver from strict compliance with the announcement requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in “Connected Transactions—Partially Exempt Continuing Connected Transactions” in this Document. For more information, see “Connected Transactions.”

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. Liu Zhicheng (劉志成)	1402, No.13, Lane 650 Laifang Road Shanghai, PRC	Chinese
Mr. Cheng Cheng-Shun (鄭正順)	Room 404, Building 1 Shouchuang Xiyue Lane 588, Zhujiajiao Road Shanghai, PRC	Chinese (Taiwan)
Mr. Liu Jiangning (劉江寧)	Room 1802, No.4, Lane 505 Haoxiang Road Shanghai, PRC	Chinese
Mr. Qiu Yuhong (邱玉洪)	No. 72, Lane 199 Chuangxin Middle Road Shanghai, PRC	Chinese
Mr. Ji Qi (紀祺)	Room 401, Unit 9, Lane 666 Huiheng Road Shanghai, PRC	Chinese
Non-executive Directors		
Mr. Liu Shuxiang (劉樹祥)	5A, Building A, 11 th Building Jinhong Kaixuan City No. 20 Xin'an 1st Road Shenzhen, Guangdong, PRC	Chinese
Mr. Guo Zhenwei (郭振煒)	No. 123, Lane 1897 Longming Road Shanghai, PRC	Chinese

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Name	Address	Nationality
Independent non-executive Directors		
Mr. Yu Jianhai (余建海)	Room 101, No. 37, Lane 69 Shangpu Road Shanghai, PRC	Chinese
Mr. Yan Deming (嚴德銘)	No. 1, Lane 60 Wenmiao Road Shanghai, PRC	Chinese
Ms. Lin Lin (林琳)	Room 102, No.10 Wenqian Road Shanghai, PRC	Chinese
Mr. Chan Vincent Cham Wai (<i>Note</i>) (陳湛偉)	3/F, No.8 Hereford Road Kowloon Tong Hong Kong	Chinese (Hong Kong)

Note:

The appointment of Mr. Chan Vincent Cham Wai as a proposed independent non-executive Director has been approved by way of written resolutions of the Shareholders passed on April 8, 2026 and will become effective upon [REDACTED].

As of the Latest Practicable Date, Ms. Li Xiangxiang (李翔翔) was our independent non-executive Director. Her resignation from directorship has been approved by way of the same written resolutions of the Shareholders passed on April 8, 2026, and will become effective upon [REDACTED].

For details with respect to our Directors, see “Directors and Senior Management” in this document.

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor	CITIC Securities (Hong Kong) Limited 18/F, One Pacific Place 88 Queensway Hong Kong

[REDACTED]	[REDACTED]

[REDACTED]	[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Legal Advisors to our Company

As to Hong Kong laws:

Jun He Law Offices

7/F, AIA Central
1 Connaught Road Central
Hong Kong

As to PRC laws:

JunHe LLP

26/F, HKRI Centre One
HKRI Taikoo Hui
288 Shimen Road (No. 1)
Shanghai, PRC

As to PRC data privacy and cybersecurity laws:

JunHe LLP

20/F, China Resources Building
8 Jianguomenbei Avenue
Beijing, PRC

**Legal Advisors to the Sole
Sponsor and the [REDACTED]**

As to Hong Kong and U.S. laws:

Freshfields

55th Floor, One Island East
Taikoo Place
Quarry Bay
Hong Kong

As to PRC laws:

Commerce & Finance Law Offices

10/F, Tower 1
Jing An Kerry Centre
No. 1515 West Nanjing Road
Shanghai, PRC

Reporting Accountant

Ernst & Young

27/F, One Taikoo Place
979 King’s Road
Quarry Bay
Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Industry Consultant

Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
Room 2504
Wheelock Square
1717 West Nanjing Road
Jing'an District
Shanghai, PRC

Compliance Advisor

Maxa Capital Limited
Unit 2602, 26/F, Golden Centre
188 Des Voeux Road Central
Sheung Wan
Hong Kong

[REDACTED]

[REDACTED]

CORPORATE INFORMATION

Registered Office	Room 801, Building B No. 1358, Xiehe Road Changning District Shanghai, PRC
Headquarters and Principal Place of Business in the PRC	Building B No. 1358, Xiehe Road Changning District Shanghai, PRC
Principal Place of Business in Hong Kong	Room 1928, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Company’s Website	<u>www.buyquickly.com</u> <i>(The information contained in this website does not form part of this document)</i>
Joint Company Secretaries	Ms. Nie Yao (聶瑤) No.19, Lane 269 Wanhangdu Road Shanghai, PRC Ms. Chan Hiu Lam (陳曉琳) Room 1928, 19/F Lee Garden One, 33 Hysan Avenue Causeway Bay Hong Kong
Authorized Representatives	Mr. Liu Zhicheng (劉志成) 1402, No.13, Lane 650 Laifang Road Shanghai, PRC

CORPORATE INFORMATION

	Ms. Chan Hiu Lam (陳曉琳) Room 1928, 19/F Lee Garden One, 33 Hysan Avenue Causeway Bay Hong Kong
Audit Committee	Mr. Yu Jianhai (余建海) (<i>Chairman</i>) Mr. Yan Deming (嚴德銘) Ms. Lin Lin (林琳)
Nomination Committee	Mr. Yu Jianhai (余建海) (<i>Chairman</i>) Mr. Liu Zhicheng (劉志成) Ms. Lin Lin (林琳)
Remuneration Committee	Mr. Yu Jianhai (余建海) (<i>Chairman</i>) Mr. Liu Zhicheng (劉志成) Mr. Yan Deming (嚴德銘)
Compliance Advisor	Maxa Capital Limited Unit 2602, 26/F, Golden Centre 188 Des Voeux Road Central Sheung Wan Hong Kong
[REDACTED]	[REDACTED]
Principal Bank(s)	Bank of China Limited, Shanghai Jinshajiang Road Sub-branch No. 2786-2788 Jinshajiang Road Shanghai, PRC China Merchants Bank Co., Ltd., Shanghai Liyuan Sub-branch No.1030 Liyuan Road Shanghai, PRC

INDUSTRY OVERVIEW

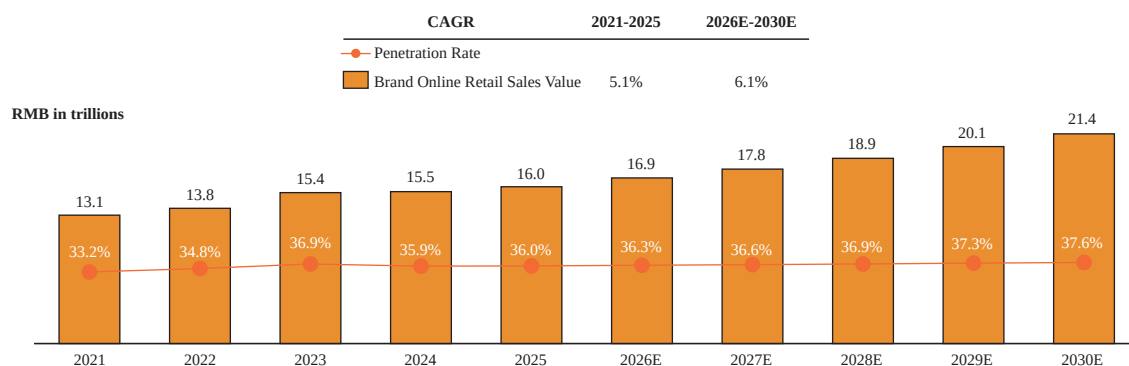
The information and statistics set out in this section and other sections of this Document were extracted from the Frost & Sullivan Report, which was commissioned by the Company, and from various official government publications and available resources from public market research. The Company engaged Frost & Sullivan to prepare the Frost & Sullivan Report in connection with the [REDACTED]. The information from official government sources has not been independently verified by the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of their respective directors and advisors, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.

OVERVIEW OF CHINA’S BRAND ONLINE RETAIL MARKET

China’s consumer goods market is sizeable, and the online penetration of retail continues to deepen. Measured by retail value, China’s consumer goods market reached approximately RMB44.3 trillion in 2025. Supported by the widespread adoption of mobile internet and mobile payment, the continued improvement of platform infrastructure, the ongoing upgrade of warehousing, logistics and fulfillment networks, and increasingly diversified and content-driven consumer demand, online channels have evolved from supplementary sales channels into important channels for brand growth and consumer engagement. Brand online retail generally refers to the sale of products and services by brand owners to consumers through e-commerce platforms and their own online channels, such as mini-programs. Against this backdrop, China’s brand online retail market is expected to continue to expand, and its penetration rate is expected to further increase.

The chart below sets out the market size of China’s brand online retail market and its online penetration rate, measured by retail value.

China’s Brand Online Retail Market and Online Penetration Rate, 2021-2030E



Source: National Bureau of Statistics of China, Frost & Sullivan Analysis

China’s brand online retail market is characterized by the parallel development of shelf-based e-commerce and interest-based e-commerce. As transaction entry points become more decentralized, brand growth no longer depends on a single platform, but instead spans multiple touchpoints. Multi-platform operations have increased the complexity of coordination across content, promotions, pricing, inventory allocation and fulfillment, shifting competition from single-channel execution to cross-platform, systemized operating capabilities. Content quality has also become increasingly important, as it affects both conversion and return on investment on advertising spend.

INDUSTRY OVERVIEW

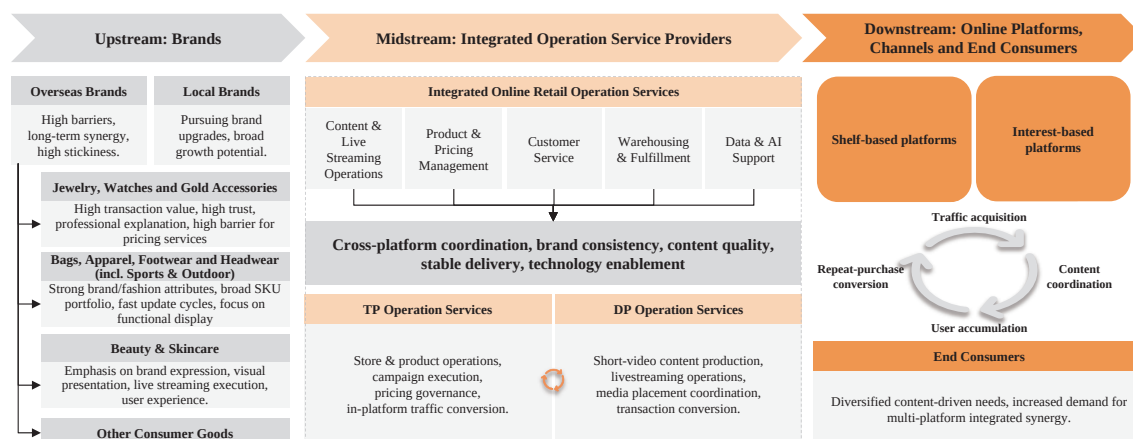
As platform rules and consumer experience metrics become more refined, the delivery chain of brand online retail has extended from front-end reach and conversion to fulfillment, service and data feedback. Fulfillment timeliness, service responsiveness and return and exchange experience are having a greater impact on conversion and repurchase rates, increasing brands’ demands on stable delivery, quality control and end-to-end coordination. At the same time, generative AI, big data analytics and automation tools are being applied more widely in retail operations, supporting a shift from labor-intensive delivery toward coordinated operations based on personnel, systems and AI.

Overall, as China’s brand online retail market continues to expand, competition is shifting from traffic acquisition and single-point execution toward cross-platform coordination, brand consistency, content quality, stable delivery and technology enablement. Accordingly, the value of integrated online retail operations services is increasingly concentrated in operating scenarios that place greater demands on brand management, content expression, service experience and end-to-end coordination. In particular, integrated online retail operations services for overseas brands generally exhibit higher value density and service barriers, and more directly reflect a service provider’s capabilities in brand management, integrated delivery, risk control and long-term client relationships.

OVERVIEW OF CHINA’S BRAND ONLINE RETAIL INTEGRATED OPERATIONS SERVICES MARKET

China’s brand online retail integrated operations services market refers to the market in which third-party service providers, within the scope authorized by brand owners, provide integrated or modular operational delivery services across the core chain of brand online retail operations. As brands’ online operations evolve from single-channel execution to cross-platform, systemized operations, the importance of integrated online retail operations services continues to increase. Their value contribution is no longer limited to front-end traffic acquisition and store execution, but has extended to the full operating chain, including brand consistency, coordination between content and conversion, stable delivery and optimization of user experience.

Integrated online retail operations services typically cover modules such as content and livestreaming, product and pricing governance, media placement coordination, customer service, warehousing and fulfillment, membership operations, and data and AI support. Overall, this market is organization-intensive, operations-intensive and highly reliant on systemized coordination. Integrated online retail operations services are delivered through a coordinated value chain linking brands, service providers, online platforms and end consumers. The diagram below illustrates the value chain of China’s brand online retail integrated operations services market.



Source: Frost & Sullivan analysis

INDUSTRY OVERVIEW

Overview of China’s Brand Online Retail Integrated Operations Services Market by Brand Origin

Based on the geographic origin of the brand owners served, China’s brand online retail integrated operations services market can be divided into operation services for overseas brands and operation services for brands based in Chinese Mainland. These two groups of brands differ in operating priorities and service requirements, and together constitute important sources of demand in the market.

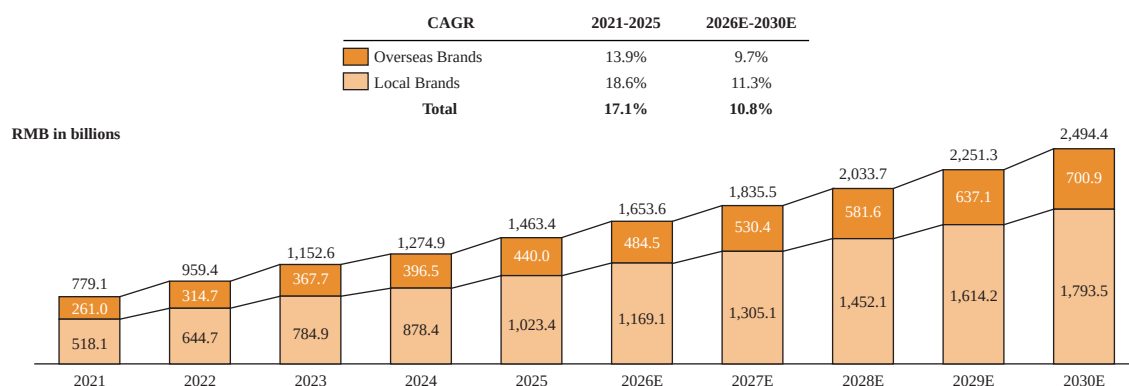
Integrated online retail operations services for overseas brands represent a relatively high-barrier segment of China’s brand online retail integrated operations services market. Overseas brands, particularly premium brands and brands in highly brand-sensitive categories such as fashion, beauty and sports and outdoor, generally require greater consistency in brand presentation, pricing architecture, user experience and compliance management across multiple platforms. At the same time, their local teams are often relatively lean and therefore typically rely more heavily on external professional service providers for cross-platform coordination, brand stewardship, content localization, fulfillment stability and risk control.

More importantly, the value of integrated online retail operations services for overseas brands lies not only in supporting front-end transaction conversion, but also in maintaining brand equity, controlling service quality and supporting long-term operating stability. As system integration, data accumulation, team collaboration and operating methodologies continue to build up over the course of cooperation, service providers and brands typically develop strong synergies and relatively high switching costs. Accordingly, this is a segment with higher value density, higher entry barriers, stronger client stickiness and a greater ability to sustain leading positions.

Integrated online retail operations services for brands based in Chinese Mainland constitute another important component of the market, with broad coverage and significant growth potential. As Chinese Mainland brands continue to pursue brand upgrading, expand online channels and strengthen content, livestreaming and membership operations, their demand for integrated operations services continues to increase, thereby creating substantial room for growth in the market.

The chart below sets out the market size of China’s brand online retail integrated operations services market, measured by GMV and broken down by overseas brands and brands based in Chinese Mainland.

China’s Brand Online Retail Integrated Operations Services Market By Brand Origin, 2021-2030E



Source: Literature research, expert interviews, Frost & Sullivan Analysis

INDUSTRY OVERVIEW

Overview of China’s Brand Online Retail Integrated Operations Services Market by Product Category

Based on the principal consumer product categories covered by the services, China’s brand online retail integrated operations services market can be further divided into jewelry, watches and gold accessories, bags, apparel, footwear and headwear (including sportswear), beauty and skincare, and other categories. Different categories vary in product attributes, consumer decision-making paths, content presentation and service requirements, and therefore require different operational service capabilities.

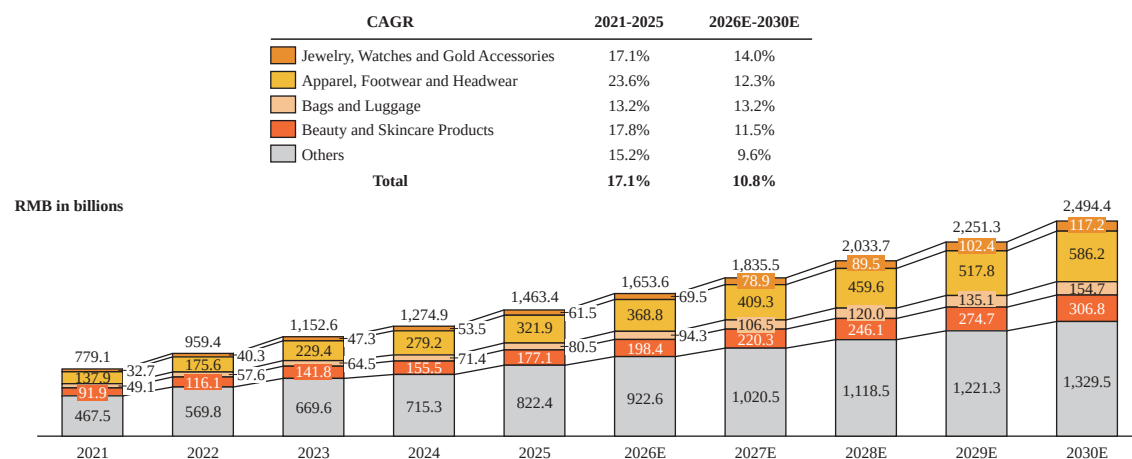
Jewelry, watches and gold accessories generally involve higher average transaction values and place greater demands on brand image, consumer trust, professional product explanation, pricing strategy and service fulfillment. Relevant brands typically place greater emphasis on consistency in brand tone, professionalism in content presentation, trust-building throughout the consumer decision-making process, and stability in fulfillment and after-sales experience. As a result, such categories impose higher requirements on service providers in areas such as brand management, content presentation, customer service support, risk control and stable delivery, reflecting relatively strong service barriers.

Bags as well as apparel, footwear and headwear are important categories in China’s brand online retail integrated operations services market, among which sportswear and sports and outdoor-related categories are particularly representative. These categories generally feature strong brand and fashion attributes, relatively broad SKU portfolios, faster product refresh cycles and frequent promotional campaigns, creating sustained demand for merchandise operations, visual content, store management and cross-channel coordination. In particular, sportswear and sports and outdoor-related brands typically place greater emphasis on functional product presentation, brand tone, consumer engagement and multi-platform coordination, and therefore generally reflect relatively higher entry barriers. At the same time, as healthy lifestyles become more widespread and branding trends continue to deepen alongside the penetration of online retail, demand for online operations among such brands is expected to continue to grow, providing strong growth potential for the integrated operations services market.

Beauty and skincare is also an important category in China’s brand online retail integrated operations services market. Such categories generally place greater emphasis on brand expression, visual presentation, product seeding through content, product explanation and user experience management, and therefore impose higher requirements on service providers in areas such as aesthetic capabilities, content creation, livestreaming execution, consumer communication and maintenance of brand consistency. As interest-based e-commerce, livestreaming e-commerce and full-domain membership operations continue to deepen, demand for integrated operations services in this category is also increasing.

INDUSTRY OVERVIEW

The chart below sets out the market size of China’s brand online retail integrated operations services market, measured by GMV and broken down by product category.



Source: Literature research, expert interviews, Frost & Sullivan Analysis

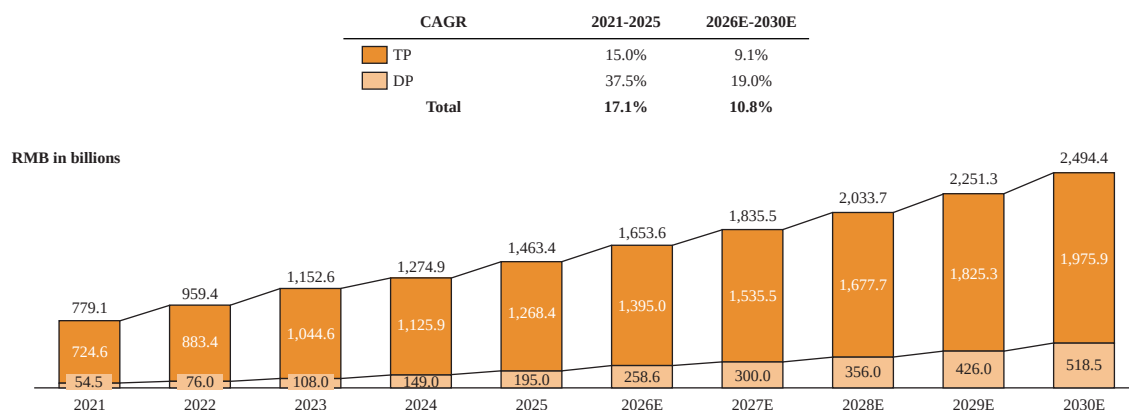
Overview of China’s Brand Online Retail Integrated Operations Services Market by Online Platform Type

Based on online platform type, China’s brand online retail integrated operations services market mainly comprises TP operations services and DP operations services. TP and DP are industry terms. TP operations services mainly serve shelf-based and social-oriented third-party online retail platforms represented by Tmall, JD.com and VIP.com, as well as brands’ owned online touchpoints and membership systems, with typical forms including brands’ proprietary online retail apps, WeChat mini-programs, official websites and related membership centers, and generally provide systemized support covering store and product operations, campaign execution, pricing governance, in-platform traffic conversion and service experience management. DP operations services mainly serve interest-based platform ecosystems represented by Douyin e-commerce, and generally provide integrated delivery covering short-video content production, livestreaming operations, media placement coordination and transaction conversion.

Although these two types of services differ in delivery focus, the boundaries among TP and DP services are increasingly converging as brands deepen their full-domain online operations. In practice, brands typically deploy across shelf-based e-commerce and interest-based e-commerce simultaneously and seek to create a closed loop across traffic acquisition, content coordination, user accumulation and repeat-purchase conversion. Service providers capable of delivering coordinated support across TP and DP channels are therefore better positioned to meet brands’ integrated needs in multi-platform operations and to enhance overall operating efficiency and delivery stability.

INDUSTRY OVERVIEW

The chart below sets out the market size of China’s brand online retail integrated operations services market, measured by GMV and broken down by online platform type.



Source: Literature research, expert interviews, Frost & Sullivan Analysis

Growth Drivers and Development Trends

- **Cross-platform operations are becoming the norm.** As transaction entry points decentralize and platform formats converge, brands are increasingly operating across multiple platforms, shifting service demand from single-module outsourcing to integrated delivery and favoring longer-term cooperation with fewer service providers.
- **Content quality is increasingly shaping traffic and conversion.** High-quality content affects not only organic distribution and conversion, but also creative efficiency and return on investment on advertising spend. Service providers are increasingly differentiated by their ability to build replicable content systems with consistent brand tone and coordination across merchandise, media placement and livestreaming.
- **Operating priorities are shifting toward efficiency and quality.** Brands are placing greater emphasis on sustainable ROI, gross profit quality and user experience, driving demand for refined operations, stronger data governance and more actionable decision-making.
- **Compliance and service stability are becoming more important.** More stringent platform rules and increasingly granular requirements on fulfillment, service responsiveness and content compliance are extending the delivery chain and reinforcing the need for stronger compliance and brand safety management.
- **Technology and AI are becoming key growth enablers.** E-commerce retail is a priority use case for AI-enabled efficiency gains, and automation and AI are expected to improve efficiency in high-frequency functions such as inspection, reporting, customer service, content assistance and operational analysis.

Entry Barriers and Key Success Factors

- **Integrated service capabilities and stable delivery systems are essential.** Brands increasingly prefer long-term cooperation with service providers that offer integrated capabilities and stable delivery, while deeper system integration, data accumulation and team coordination further increase switching costs.

INDUSTRY OVERVIEW

- ***Category specialization and brand operation expertise matter.*** In higher-value categories such as fashion, beauty and sports and outdoor, service providers need stronger capabilities in brand tone control, consumer insights and category-specific operating methodologies.
- ***Aesthetic capabilities and content creation systems are increasingly important.*** As platform traffic becomes more content-driven, content has become a key factor affecting exposure, conversion and brand asset accumulation, making aesthetic capabilities and replicable content systems important sources of competitiveness.
- ***Technology and data capabilities underpin scalable operations.*** As the online retail operating chain continues to extend, system integration, data governance and operational analysis are becoming more important foundations for scale. Service providers need to connect multi-platform data, continuously monitor products, content, traffic, conversion and repeat purchases, and support business review and strategy optimization. Automation and intelligent tools also help improve efficiency, reduce reliance on manual labor and enhance delivery consistency.
- ***Service quality and stable delivery remain fundamental.*** As platform rules become stricter and consumer experience metrics more granular, service quality management is becoming more standardized and measurable. Service providers need systemized capabilities in process management, quality control, exception handling, training and performance management in order to support stable delivery in high-frequency operating environments.
- ***Switching costs and client stickiness support long-term competitiveness.*** In integrated online retail operations services, factors such as system integration, data accumulation, team coordination and continuity of operating rhythm build up over time and create switching costs. Replacing a service provider often requires brands to readjust processes, teams and systems, which may affect short-term operating stability. Service providers with long-term service capabilities and consistent delivery quality are therefore more likely to build durable client relationships and stronger client stickiness.

Threats and Challenges

- ***Platform rules and traffic mechanisms are evolving.*** Major platforms continue to update their algorithms, advertising tools, settlement arrangements and governance rules, which may increase traffic acquisition costs, cause fluctuations in operating metrics and require adjustments to service delivery, thereby affecting the predictability of GMV contribution, project renewals and profitability.
- ***Competition and pricing pressure may intensify.*** As more participants enter the market, service offerings become more homogeneous and some brands strengthen their in-house operating capabilities, market competition may continue to intensify. At the same time, brand clients may become more sensitive to pricing and return on investment, which may put pressure on service fee rates, commission levels and gross margins.
- ***Compliance and delivery risks are increasing.*** Tightening regulation over advertising, data, livestreaming content and product quality, together with the growing complexity of multi-platform operations, may increase compliance and execution risks. Any regulatory breach or major after-sales or public opinion incident may result in penalties, traffic restrictions or reputational damage.

INDUSTRY OVERVIEW

COMPETITIVE LANDSCAPE

China’s brand online retail integrated operations services market is sizeable and remains relatively fragmented. As the industry continues to mature, competition has intensified and operating performance among service providers has become increasingly differentiated. Certain participants with relatively weaker competitiveness or under profitability pressure have scaled back the relevant business or exited the market, driving resources to concentrate toward leading service providers. Leveraging their cross-channel delivery capabilities, coordination between content and media placement, service quality control and digital operation capabilities, leading service providers have gradually established differentiated competitive advantages.

Integrated online retail operations services for overseas brands represent a relatively high-barrier segment, with higher requirements on brand consistency, content standards, pricing architecture, service experience and compliance and risk control. The continued accumulation of system integration, data assets, team coordination and operating methodologies further raises service barriers and client switching costs. As a result, this segment is better able to reflect the comprehensive competitiveness of leading service providers, and its market concentration is relatively higher.

According to Frost & Sullivan, measured by GMV in 2025, the Group was the second largest provider of brand online retail integrated operations services in China, with a market share of approximately 2.7%, while the top five service providers in aggregate accounted for approximately 14.4% of the market. Measured by GMV in 2025, the Group was the largest integrated online retail operations services provider for overseas brands in China, with a market share of approximately 8.8%, while the top five service providers in aggregate accounted for approximately 25.8% of the market. Meanwhile, the Group was also the largest DP operations services provider in China, with a market share of 4.6%, while the top five service providers in aggregate accounted for approximately 17.2% of the market.

The following table sets forth the top five brand online retail integrated operation service providers in China and their respective market shares, measured by GMV in 2025.

Ranking	Company	GMV (RMB in billions)	Market Share (%)
1	Company A	78.0	5.3%
2	The Group	39.7	2.7%
3	Company B	33.8	2.3%
4	Company C	30.5	2.1%
5	Company D	29.0	2.0%
	Top 5 combined	211.0	14.4%

Source: Listed companies’ public filings, company websites, expert interview, Frost & Sullivan Analysis

Notes:

Company A: Founded in 2007 and headquartered in Shanghai, Company A is a China-based brand e-commerce service provider listed on Nasdaq and the Hong Kong Stock Exchange, offering a range of services including online store operations, digital marketing, IT solutions, warehousing and logistics, and customer service.

Company B: A privately held, China-based brand digital and e-commerce services company founded in 2009 and headquartered in Hangzhou, primarily engaged in full-value-chain e-commerce services, including shelf-based e-commerce, private-domain e-commerce, data and technology solutions.

Company C: A privately held, China-based e-commerce services company founded in 2016 and headquartered in Hangzhou, primarily engaged in one-stop e-commerce operations, livestreaming, short-video marketing and data-driven operations.

INDUSTRY OVERVIEW

Company D: A privately held, China-based brand management company founded in 2004 and headquartered in Shanghai, primarily engaged in brand operations, marketing delivery, omni-channel rollout, digital retail, warehousing and logistics.

The following table sets forth the top five integrated online retail operation service providers for overseas brands in China and their respective market shares, measured by GMV in 2025.

Ranking	Company	GMV (RMB in billions)	Market Share (%)
1	The Group	38.6	8.8%
2	Company A	33.5	7.6%
3	Company E	16.0	3.6%
4	Company F	13.5	3.1%
5	Company D	11.3	2.6%
	Top 5 combined	112.9	25.7%

Source: Listed companies' public filings, company websites, expert interview, Frost & Sullivan Analysis

Notes:

Company E: A privately held, China-based brand management company founded in 2013 and headquartered in Hangzhou, primarily engaged in brand retail, brand operation management, channel distribution and digital marketing.

Company F: A privately held, China-based beauty e-commerce services company founded in 2012 and headquartered in Hangzhou, primarily engaged in full-value-chain beauty brand e-commerce services.

The following table sets forth the top five DP operation service providers in China and their respective market shares, measured by GMV in 2025.

Ranking	Company	GMV (RMB in billions)	Market Share (%)
1	The Group	8.9	4.6%
2	Company G	8.0	4.1%
3	Company H	7.8	4.0%
4	Company I	5.0	2.6%
5	Company J	3.8	1.9%
	Top 5 combined	33.5	17.2%

Source: Listed companies' public filings, company websites, expert interview, Frost & Sullivan Analysis

Notes:

Company G: A privately held, China-based DP service provider founded in 2016 and headquartered in Hangzhou, primarily engaged in interest-based e-commerce services, including content marketing, merchandise strategy, livestreaming operations and traffic promotion.

Company H: A privately held, China-based integrated business solutions provider founded in 2014 and headquartered in Shanghai and Hangzhou, primarily engaged in brand promotion, influencer seeding, media buying and e-commerce operations.

INDUSTRY OVERVIEW

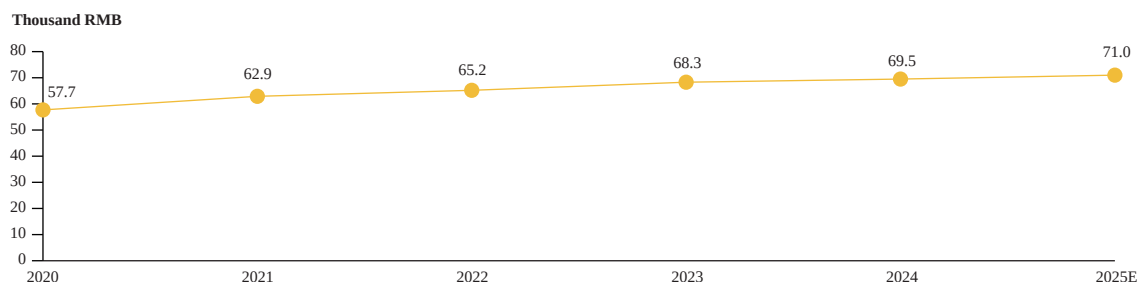
Company I: A privately held, China-based brand services company founded in 2020 and headquartered in Hangzhou, primarily engaged in self-broadcast operations, full-link marketing, short-video production and livestreaming operations.

Company J: A privately held, China-based digital commerce services company founded in 2016 and headquartered in Hangzhou, primarily engaged in STP, DP, Omni-Marketing and new retail solutions.

COST ANALYSIS

Labor costs are generally one of the principal cost items for integrated online retail operation service providers, primarily because key functions such as store operations, customer service, content production, marketing placement and data analytics continue to require substantial input of skilled personnel. During the historical period, the average annual wage of employees in urban private enterprises in China generally increased, reflecting a continued rise in overall labor costs and, in turn, driving an overall increase in labor costs for integrated online retail operation service providers. Looking ahead, labor costs in the industry are expected to continue to increase as demand for specialized roles in operations, content production, data analytics and technology application remains.

The chart below sets forth the average annual wage of employees in urban private enterprises in China from 2020 to 2025.



Source: National Bureau of Statistics of China, Frost & Sullivan analysis

SOURCE OF INFORMATION

This section contains information extracted from the Frost & Sullivan Report prepared by Frost & Sullivan independently, which is commissioned by us in connection with the [REDACTED]. We expect to pay Frost & Sullivan a total of RMB550,000 for the Frost & Sullivan Report and our use of the report. Frost & Sullivan is a consulting company which provides industry consulting services, commercial due diligence and strategic consulting services for a variety of industries. We are of the view that the payment of such fee does not impair the fairness of the conclusions drawn in the Frost & Sullivan Report. We have extracted certain information from the Frost & Sullivan Report in this section, as well as in the sections headed “Summary,” “Risk Factors,” “Business,” “Financial Information” and elsewhere in this Document to provide our [REDACTED] with a more comprehensive presentation of the industry in which we operate.

Our Directors confirm that, after taking reasonable care, there has been no material adverse change in the overall market information since the date of the Frost & Sullivan Report that would materially qualify, contradict or have an impact on such information.

REGULATORY OVERVIEW

APPLICABLE LAWS AND REGULATIONS TO OUR BUSINESS IN THE PRC

Regulations on E-commerce and Online Transaction

According to the E-Commerce Law of the PRC (《中華人民共和國電子商務法》), which was promulgated by the Standing Committee of the National People’s Congress of the PRC (the “SCNPC”) on August 31, 2018 and came into effect on January 1, 2019, E-Commerce refers to business activities of sale of goods or provision of services through Internet and other information network while E-commerce business operators refer to natural persons, legal persons and other non-legal-person organisations that engage in business activities of sale of goods or provision of services through Internet and other information network. E-commerce operators shall complete the market entity registration (unless no such registration is required by laws and administrative regulations) and obtain the relevant administrative licenses for conducting those operational activities which are required by law to obtain administrative licenses.

Commodities sold or services offered by e-commerce operators shall meet the requirements to protect personal and property safety and the environmental protection requirements, and e-commerce operators shall not sell or provide any commodity or service prohibited by laws and administrative regulations. E-commerce platform operators who know or should have known that the goods sold or services provided by the operators within the platform do not meet the requirements for ensuring personal and property safety, or if there are other acts that infringe upon the legitimate rights and interests of consumers, and have not taken necessary measures, shall bear joint and several liabilities with those operators.

The Measures for the Supervision and Administration of Online Transactions (《網絡交易監督管理辦法》), enacted by the State Administration for Market Regulation (the “SAMR”) on March 15, 2021, and amended on March 18, 2025 with the amendments effective from May 1, 2025, regulate all business activities involving sales of commodities or provision of services through the internet and other information networks as well as the supervision and administration thereof by market regulatory departments within the territory of mainland China. No online transaction business may engage in business operations without a license or permit in violation of any law, regulation or decision of the State Council, except under the circumstances where registration is not required as prescribed in Article 10 of the E-Commerce Law of the PRC, an online transaction business shall undergo market entity registration in accordance with the law. In addition, an online transaction business shall disclose commodity or service information in a comprehensive, truthful, accurate and timely manner, and protect consumers’ right to know and right to choose.

On November 4, 2016, the Cyberspace Administration of China (the “CAC”) issued Administrative Provisions on Internet Live Streaming Services (《互聯網直播服務管理規定》), which became effective on December 1, 2016. Under the Administrative Provisions on Internet Live Streaming Services, “internet live streaming” refers to the activities of continuously releasing real-time information to the public based on the internet in forms such as video, audio, images and texts.

REGULATORY OVERVIEW

On November 5, 2020, the SAMR issued Guiding Opinions of the State Administration for Market Regulation on Strengthening the Supervision of Live Streaming Marketing Activities (《市場監管總局關於加強網絡直播營銷活動監管的指導意見》) (the “**Guiding Opinions on the Supervision of Live Streaming Marketing Activities**”), which came into effect on the same day. According to the Guiding Opinions on the Supervision of Live Streaming Marketing Activities, the legal responsibilities of relevant entities shall be specified, the conduct of live streaming marketing shall be strictly regulated, and the illegal acts in live streaming marketing shall be investigated and punished.

On April 23, 2021, the CAC and other six PRC regulatory authorities jointly issued the Administrative Measures for Online Live-Streaming Marketing (Trial Implementation) (《網絡直播營銷管理辦法(試行)》), effective on May 25, 2021. According to these measures, operators of live studios and live-streaming marketing personnel engaging in online live-streaming marketing activities shall comply with laws and regulations, follow public order and good customs, and truthfully, accurately and comprehensively release information on goods or services.

Pursuant to the Administrative Measures on Internet Information Services (《互聯網信息服務管理辦法》), which was promulgated by the State Council on September 25, 2000, and amended on January 8, 2011 and December 6, 2024, “internet information services” refers to the provision of information through the internet to online users, and they are categorised into “commercial internet information services” and “non-commercial internet information services.” A commercial internet information services operator must obtain a value-added telecommunications services license for internet information services, which is known as an ICP License, from the relevant government authorities before engaging in any commercial internet information services operations. No ICP License is required if the operator will only provide internet information on a noncommercial basis. Our PRC subsidiary engaging in internet information services has obtained the ICP License.

On June 16, 2015, the General Office of the State Council promulgated the Guiding Opinions of the General Office of the State Council on Promoting Sound and Rapid Development of Cross-border E-Commerce (《國務院辦公廳關於促進跨境電子商務健康快速發展的指導意見》), proposing to support cross-border e-commerce retail export enterprises to strengthen cooperation with foreign enterprises and integrate into overseas retail system through modes such as standard “overseas warehouse”.

On October 22, 2019, the State Council promulgated the Regulation on the Optimization of Business Environment (《優化營商環境條例》), which became effective on January 1, 2020. This Regulation requires relevant departments to reduce examination and approval items for imports and exports, cancel unnecessary regulatory requirements, optimize and simplify customs clearance workflow, improve customs clearance efficiency, sort out and standardize port fees, reduce Customs clearance costs, and promote the processing of the relevant businesses in the fields of ports and international trade through one single counter for international trade.

Pursuant to the Notice on Improving Supervision over Cross-border E-commerce Retail Imports (《關於完善跨境電子商務零售進口監管有關工作的通知》) promulgated by the Ministry of Commerce of the PRC (the “**MOFCOM**”), the National Development and

REGULATORY OVERVIEW

Reform Commission (the “**NDRC**”), the Ministry of Finance (the “**MOF**”), the General Administration of Customs of the PRC (the “**GACC**”), the State Administration of Taxation (the “**SAT**”) and SAMR on November 28, 2018 and implemented on January 1, 2019, “cross-border e-commerce retail imports” refers to the consumption behavior where domestic consumers in China purchase goods from abroad through third-party cross-border e-commerce platform operators and have such purchased goods transported into China under the “Bonded Import Model for Online Shopping” (網購保稅進口) or “Direct Express Import Model” (直購進口). Such imported goods shall meet the following requirements: (i) the goods are products that fall within the List of Imported Goods in Cross-border E-commerce Retail (《跨境電子商務零售進口商品清單》) and are limited to personal use only and meet the conditions set forth in the tax policies for cross-border e-commerce retail imports; (ii) the goods with a verified customs declaration form, payment list and bill of freight containing electronic information on transaction, payment and logistics are traded via the e-commerce transaction platforms connected to the customs system; (iii) for the goods which are not traded via the e-commerce platforms transaction platforms connected to the customs system, cross-border express delivery operators and postal enterprises may accept the entrustment of e-commerce enterprises and payment enterprises, undertake to assume corresponding legal liabilities, and transmit electronic information on transactions and payments to the Customs. Cross-border e-commerce enterprises are responsible for ensuring the quality and safety of goods, protecting the rights and interests of consumers, reminding and notifying consumers, establishing a risk prevention and control mechanism for the quality and safety of goods, as well as establishing and improving a quality traceability system for the goods subject to the “Bonded Import Model for Online Shopping”. Such enterprises shall also transmit real-time electronic data regarding transactions for cross-border e-commerce retail imports with electronic signature affixed to the Customs, declare the list either themselves or by proxy to the Customs and assume corresponding responsibilities. Cross-border e-commerce enterprises shall entrust an enterprise registered in the PRC to register with the Customs, assume the responsibility for truthful declaration, accept supervision from relevant authorities in accordance with law, and assume civil joint liability.

According to the Announcement on Regulatory Matters concerning Cross-Border E-commerce Retail Imports and Exports (《海關總署關於跨境電子商務零售進出口商品有關監管事宜的公告》) promulgated by the GACC on December 10, 2018 and implemented on January 1, 2019, cross-border e-commerce platform enterprises, logistics enterprises, payment enterprises and other enterprises involved in cross-border e-commerce retail import business shall, in accordance with the regulations on the administration of registration of customs declaration entities, undergo registration procedures with the local customs. Overseas cross-border e-commerce enterprises shall entrust domestic agents to undergo registration procedures with the customs where the agents are located. Cross-border e-commerce direct purchase imports and goods applicable to the import policy of “Bonded Import Model for Online Shopping” (網購保稅進口) are regulated as inbound items for personal use and not subject to the requirements for licensing, registration and filing of relevant goods for first-time import. However, it does not apply to the goods from epidemic areas, the import of which is temporally banned under the explicit order from relevant authorities; and it is also not applicable when emergency response scheme is activated to deal with material quality and safety risks arising to the goods.

REGULATORY OVERVIEW

Regulations on Corporation and Foreign Investment

The establishment, operation and management of corporate entities in the PRC is governed by the Company Law of the PRC (《中華人民共和國公司法》), which was promulgated by the SCNPC on December 29, 1993 and became effective on July 1, 1994, and was last amended on December 29, 2023 and became effective on July 1, 2024. The Company Law of the PRC generally governs two types of companies, namely limited liability companies and joint stock limited companies. Both types of companies have the status of legal persons, and the liability of shareholders of a limited liability company or a joint stock limited company is limited to the amount of registered capital they have contributed. The Company Law of the PRC shall also apply to foreign invested companies in form of limited liability company or joint stock limited company. Where laws on foreign investment have other stipulations, such stipulations shall apply.

On January 1, 2020, the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the “**FIL**”) and the Regulations on the Implementation of the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) became effective. The FIL sets out the definition of foreign investment and the framework for promotion, protection and administration of foreign investment activities. On December 30, 2019, the MOFCOM and the SAMR jointly promulgated the Measures for Reporting of Information on Foreign Investment (《外商投資信息報告辦法》), which became effective on January 1, 2020 and pursuant to which, the establishment of the foreign invested enterprises by foreign investors and establishment through purchasing the equities of a non-foreign invested enterprise and its subsequent changes are required to submit an initial or change report through the Enterprise Registration System.

Pursuant to the FIL, China has adopted a system of national treatment which includes a negative list with respect to foreign investment administration. The negative list will be promulgated by, amended or released upon approval by the State Council, from time to time. The negative list will set forth industries in which foreign investments are prohibited and industries in which foreign investments are restricted. Foreign investment in prohibited industries is not allowed, while foreign investment in restricted industries must satisfy certain conditions stipulated in the negative list. Foreign investments and domestic investments in industries outside the scope of the prohibited industries and restricted industries stipulated in the negative list will be treated equally. The Special Administrative Measures (Negative List) for the Access of Foreign Investment (2024 Edition) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “**Negative List**”), which were promulgated by the NDRC and the MOFCOM on September 6, 2024 and became effective on November 1, 2024 and the Catalogue of Encouraged Industries for Foreign Investment (2025 Edition) (《鼓勵外商投資產業目錄(2025年版)》) (the “**Encouraging Catalog**”), which was promulgated by the NDRC and the MOFCOM on December 15, 2025 and became effective on February 1, 2026, listed the categories of encouraged, restricted, and prohibited industries. Any industry not included in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment. According to the Negative List and the Encouraging Catalog, as of the Latest Practicable Date, our business does not fall within the scope of the Negative List and is not subject to special management measures.

REGULATORY OVERVIEW

Regulations on Customs Declaration

The Customs Law of the PRC (《中華人民共和國海關法》) was promulgated by the SCNPC on January 22, 1987 and became effective on July 1, 1987, and last amended and became effective on April 29, 2021, stipulate that the customs of the PRC is a governmental organization responsible for supervision and control over all arrivals in and departures from the customs territory. All the transports, goods and articles shall enter into or exit from the territory of the PRC at a place where a customs office is established. The customs declaration and duty payment formalities may be undergone by the consignees or consignors of imported and exported goods, or by the customs clearing enterprises entrusted by such consignees or consignors. The consignees or consignors of imported and exported goods and the customs clearing enterprises shall file records with the customs when undergoing customs declaration formalities, otherwise may be imposed fines by the customs.

According to the Administrative Provisions of the Customs of the PRC on Record-Filing of Customs Declaration Entities (《中華人民共和國海關報關單位備案管理規定》) promulgated by the GACC on November 19, 2021 and became effective on January 1, 2022, the consignees or consignors of imported and exported goods and the customs clearing enterprise that apply for the filing of records with the customs shall obtain the status of a market entity; where the consignees or consignors of imported and exported goods apply for the filing of records with the customs, the filing of foreign trade dealers shall also be completed. According to the Announcement on Fully Including the Filing of Customs Declaration Entities in the Reform of “Integrating Multiple Certificates into One” (《關於報關單位備案全面納入「多證合一」改革的公告》) jointly promulgated by the GACC and the SAMR on December 20, 2021 and became effective on January 1, 2022, where an applicant intends to be filed as a customs declaration entity when undergoing the registration formalities as a market entity with the market regulation authorities, it shall tick the box of filing as a customs declaration entity as required and fill in the relevant information for filing. The market regulation authorities will then complete the registration pursuant to procedures of “Integrating Multiple Certificates into One” and share the relevant information with the GACC on the SAMR level. Such applicants are no longer required to submit applications for filing as a customs declaration entity to the customs.

In addition, the Decision of the SCNPC on revising the Foreign Trade Law of the PRC (《全國人民代表大會常務委員會關於修改〈中華人民共和國對外貿易法〉的決定》) promulgated by the SCNPC on December 30, 2022, and became effective on the same date, deleted the requirements on the foreign trade dealers engaged in the import and export of goods or technologies to be registered with the competent administrative departments of foreign trade of the State Council or any institutions authorized thereby, namely the filing of foreign trade dealers.

Pursuant to the Regulations of the PRC on the Administration of Import and Export of Goods (《中華人民共和國貨物進出口管理條例》) (the “**Regulations on the Administration of Import and Export of Goods**”) promulgated by the State Council on December 10, 2001 and last amended on March 10, 2024, and became effective on May 1, 2024, enterprises engaged in the trade activities of importing goods into the territory of the PRC or exporting goods outside of China must comply with the Regulations on the Administration of Import and Export of Goods. Goods whose import or export is prohibited shall not be imported or

REGULATORY OVERVIEW

exported; goods whose import or export is restricted shall be subject to a licensing or quota system; and goods whose import or export is free shall not be subject to restriction. The consignee of imported goods or the consignor of exported goods shall submit an automatic import and export license, an import and export license or a quota certificate to the customs for customs clearance.

We have completed the Customs Consignees and Consignors of Imported and Exported Goods Filing (海關進出口貨物收發貨人備案) in compliance with the legal requirements.

Regulations on Product Quality, Advertising and Consumer Protection

The SCNPC promulgated the Product Quality Law (《中華人民共和國產品質量法》) which was promulgated in 1993 and subsequently amended in July 2000, August 2009 and December 2018, applies to all production and sale activities in China. Pursuant to this law, products offered for sale must satisfy relevant quality and safety standards. Enterprises may not produce or sell counterfeit products in any way, including forging brand labels or giving false information regarding a product’s manufacturer. Violations of state or industrial standards for health and safety and any other related violations may result in civil liabilities and administrative penalties, such as compensation for damages, fines, suspension or shutdown of business, as well as confiscation of products illegally produced and sold and the proceeds from such sales. Severe violations may subject the responsible individual or enterprise to criminal liabilities. Where a defective product causes personal injury or damage to another person’s property, the victim may claim compensation from the manufacturer or from the seller of the product. If the seller pays compensation and it is the manufacturer that should bear the liability, the seller has a right of recourse against the manufacturer. Similarly, if the manufacturer pays compensation and it is the seller that should bear the liability, the manufacturer has a right of recourse against the seller.

The principal regulations governing promotion and advertising activities in China include the PRC Anti-Unfair Competition Law (《中華人民共和國反不正當競爭法》) promulgated in 1993 and amended in November 2017, April 2019 and June 2025, and took effect in October 2025, the PRC Pricing Law (《中華人民共和國價格法》) promulgated in 1997, and the PRC Advertising Law (《中華人民共和國廣告法》) promulgated in 1994 and subsequently amended in April 2015, October 2018 and April 2021. Under the PRC Advertising Law, advertising operators and advertising distributors will be subject to more stringent requirements and obligations. For example, entities or individuals shall not send advertisements to customers’ telephones, mobile or email accounts without the customers’ consents or requests, and any advertisement containing any kind of misleading, false or inaccurate information with respect to product quality, constituents, functionality, price, sales performance or other features will be deemed as deceptive advertising and will subject the advertising operators and distributors to penalties more severe than those under the original law. In addition, the PRC Anti-Unfair Competition Law further imposes stringent requirements on various promotional activities, such as price-giving sales and bundling sales. Violation of these requirements may result in penalties, including fines, confiscation of advertising income, and order to cease publication of the misleading information.

REGULATORY OVERVIEW

The Administrative Measures for Internet Advertising (《互聯網廣告管理辦法》), which were promulgated by the SAMR on February 25, 2023 and came into effect on May 1, 2023, provide that Internet advertising shall be identifiable so that consumers will identify it as such. With regard to commodity or services ranked under competitive bidding, advertisement publishers shall indicate conspicuously the word “Advertisement” to distinguish them from the natural search results. No advertisement of any medical treatment, medical apparatus, pesticides, veterinary medicines, dietary supplement, foods for special medical purpose or other special commodities or services which are subject to review by advertisement examination authorities as stipulated by laws and regulations shall be released unless it has passed such examination.

According to the Regulation on the Supervision and Administration of Cosmetics (《化妝品監督管理條例》) (Order No. 722 of the State Council), which became effective on January 1, 2021, and the Measures for the Supervision and Administration of Production and Operation of Cosmetics (《化妝品生產經營監督管理辦法》) (Order No. 46 of the State Administration for Market Regulation), which became effective on January 1, 2022, the cosmetic distributors on the e-commerce platform shall disclose the information on the cosmetics they distribute in a comprehensive, truthful, accurate and timely manner. The content of cosmetic advertisements shall be authentic and legal. No cosmetic advertisement may expressly or implicitly indicate that the product has any medical effect, contain any false or misleading information, or deceive or mislead consumers.

The Consumer Protection Law (《中華人民共和國消費者權益保護法》) which was promulgated by the National People’s Congress Standing Committee in October 1993 and subsequently amended in August 2009 and October 2013 sets out the obligations of business operators and the rights and interests of the consumers in China. Pursuant to this law, business operators must guarantee that the commodities they sell satisfy the requirements for personal or property safety, provide consumers with authentic information about the commodities, and guarantee the quality, function usage and term of validity of the commodities. Failure to comply with the Consumer Protection Law may subject business operators to civil liabilities such as refunding purchase prices, replacement of commodities, repairing, ceasing damages, compensation, and restoring reputation, and even subject the business operators or the responsible individuals to criminal penalties when personal damages are involved or if the circumstances are severe. The Consumer Protection Law was further amended in October 2013 and became effective in March 2014. The amended Consumer Protection Law further strengthens the protection of consumers and imposes more stringent requirements and obligations on business operators, especially on the business operators through the internet.

Regulations on Cybersecurity, Data Security, and Personal Information Protection

The Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》) (the “**Cybersecurity Law**”) was promulgated by SCNPC on November 7, 2016 and last amended on October 28, 2025, and became effective as of January 1, 2026, which applies to the construction, operation, maintenance and use of networks as well as the supervision and administration of cybersecurity in the PRC. According to the Cybersecurity Law, network operators shall comply with laws and regulations and fulfill their obligations to safeguard security of the network when conducting business and providing services. Those who provide services

REGULATORY OVERVIEW

through networks shall take technical measures and other necessary measures pursuant to the mandatory requirements of laws, regulations and national standards to safeguard the safe and stable operation of the networks, respond to network security incidents effectively, prevent illegal and criminal activities, and maintain the integrity, confidentiality and usability of network data, and the network operator shall not collect the personal information irrelevant to the services it provides or collect or use the personal information in violation of the provisions of laws or agreements between both parties.

On June 10, 2021, the SCNPC promulgated the Data Security Law of PRC (《中華人民共和國數據安全法》) (the “**Data Security Law**”) which became effective on September 1, 2021. The Data Security Law mainly sets forth specific provisions regarding establishing basic systems for data security management, including hierarchical data classification management system, risk assessment system, monitoring and early warning system, and emergency disposal system.

In August 2021, the Standing Committee of the National People’s Congress promulgated the Personal Information Protection Law (《中華人民共和國個人信息保護法》) which took effect in November 2021. The Personal Information Protection Law requires, among others, that (i) the processing of personal information should have a clear and reasonable purpose which should be directly related to the processing purpose, using a method that has the least impact on personal rights and interests, and (ii) the collection of personal information should be limited to the minimum scope necessary to achieve the processing purpose to avoid the excessive collection of personal information. Different types of personal information and personal information processing will be subject to various rules on consent, transfer, and security. Entities handling personal information shall bear responsibility for their personal information handling activities, and adopt necessary measures to safeguard the security of the personal information they handle. Otherwise, personal information processors could be subject to liability for their processing activities, including rectification, or suspension or termination of their provision of their services as well as confiscation of illegal income, fines or other penalties.

As the Cybersecurity Law, the Data Security Law, the Personal Information Protection Law and relevant rules and regulations are constantly evolving and may be amended from time to time, we may be required to make further adjustments to our business practices to comply with these laws, rules and regulations.

In December 2021, the CAC, together with certain other PRC governmental authorities, promulgated the Revised Cybersecurity Review Measures (《網絡安全審查辦法》), which adopted the then-effective version and took effect in February 2022. According to the Revised Cybersecurity Review Measures, operators of critical information infrastructure who purchase network products and services or network platform operators who carry out data processing activities that affect or may affect national security shall be subject to cybersecurity review. In addition, network platform operators with personal information of over one million users must apply for a cybersecurity review before listing abroad. Relevant competent governmental authorities may also initiate cybersecurity review if they determine certain network products, services or data processing activities affect or may affect national security. As of the Latest Practicable Date, we had not been notified of being classified as a critical information infrastructure operator, had not received any inquiry, notice, warning

REGULATORY OVERVIEW

from any PRC government authorities, and have not been subject to any investigation, sanctions or penalties made by any PRC government authorities regarding national security risks caused by our business operations. In addition, the China Cybersecurity Review, Certification and Market Regulation Big Data Center confirmed to us during a telephonic consultation on March 26, 2026 that the “listing abroad” terms under the Cybersecurity Review Measures do not apply to listing in Hong Kong, and thus we are not required to submit an application for cybersecurity review for [REDACTED] in Hong Kong.

Furthermore, on September 24, 2024, the State Council released the Network Data Regulation (《網絡數據安全管理條例》), which came into force on January 1, 2025. The Network Data Regulation is not only the first at the administrative regulation level specifically for network data security, but it also serves as a comprehensive implementing regulation for the compliance requirements set out by the Cybersecurity Law, Data Security Law, and Personal Information Protection Law. The Network Data Regulation introduces several key obligations, including requiring network data handlers to specify the purpose and method of personal information processing, as well as the types of personal information involved, before any personal information is handled. It also clarifies definitions for important data, the obligations of those handling important data, establishes broader requirements for data sharing between data handlers, and introduces a new exemption for regulatory obligations regarding cross-border data transfers.

Regulations on the Use of AI Technologies

On July 10, 2023, the CAC and other relevant authorities promulgated the Provisional Administrative Measures for Generative Artificial Intelligence Services (《生成式人工智能服務管理暫行辦法》) (the “**Generative AI Measures**”), which came into effect on August 15, 2023, and imposed compliance requirements on providers of generative AI services. According to the Generative AI Measures, individuals or organizations that provide generative AI services of texts, images, audios, videos, and other content shall assume the responsibility of such network information content producers to fulfill the obligations of network information security and shall assume the responsibility of personal information processors to protect any personal information involved. Certain providers of generative AI services shall also conduct security assessments and complete regulatory filings. Non-compliance may subject generative AI service providers to penalties, including warning, public denouncement, rectification orders, and suspension of the provision of relevant services. Article 2 of the Generative AI Measures clearly defines the scope of application: services that provide generated content such as texts, images, audios and videos to the public within the territory of the People’s Republic of China shall be subject to these Measures, while those that do not provide such services to the domestic public shall not fall within their scope.

On December 31, 2021, the CAC and other relevant authorities promulgated the Recommended Algorithm Management Provisions for Internet Information Services (《互聯網信息服務算法推薦管理規定》), which came into effect on March 1, 2022. According to these provisions, algorithm-based recommendation service providers are responsible for the security of their algorithms. They must have a management system that includes measures for auditing, ethical review, fraud prevention, security assessment and data security emergency response. They must also have dedicated personnel and technical measures. Service providers should regularly review and evaluate their algorithmic mechanisms, models, data and results,

REGULATORY OVERVIEW

and notify users when an algorithm-based recommendation service is active and provide effective channels for user complaints and reports. According to these provisions, an algorithm recommendation service provider with public opinion attribute or social mobilization ability shall, within ten working days from the date of provision of services, fill in such information as the service provider’s name, service form, application field, algorithm type, algorithm self-assessment report and content to be disclosed via the internet information service algorithm record-filing system to go through record-filing formalities.

Regulations on the Management of Lease Housing

Pursuant to (i) the Law on Administration of Urban Real Estate of the PRC (《中華人民共和國城市房地產管理法》), promulgated by the SCNPC on July 5, 1994 and was last amended on August 26, 2019 and became effective on January 1, 2020, and (ii) the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), promulgated by the Ministry of Housing and Urban-Rural Development on December 1, 2010 and became effective on February 1, 2011, when leasing premises, the lessor and lessee are required to enter into a written lease contract, containing such provisions as the leasing term, use of the premises, rental and repair liabilities, and other rights and obligations of both parties. Both lessor and the lessee shall complete property leasing registration and filing formalities within 30 days from the execution of the property lease contract with the real estate administration department where the leased property is located. If the lessor and lessee fail to go through the registration and filing procedures, both lessor and lessee may be subject to fines.

PRC Laws and Regulations on Intellectual Property Rights

Patent

The Patent Law of the PRC (《中華人民共和國專利法》) was promulgated by the SCNPC on March 12, 1984, and was last amended on October 17, 2020, and became effective on June 1, 2021. The Detailed Rules for the Implementation of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) were promulgated by the State Council on June 15, 2001, became effective on July 1, 2001, and was last amended on December 11, 2023, and became effective on January 20, 2024. According to these laws, regulations and detailed rules, patents in China are categorized into three types: invention patents, utility model patents and design patents. The term of an invention patent right is 20 years, the term of a utility model patent is 10 years, and the term of a design patent is 15 years, all of which are calculated from the filing date. Any entity or individual that exploits another’s patent must conclude a licensing agreement with the patent holder and pay royalties. Exploiting a patent without the permission of the patent holder constitutes an infringement of their patent rights.

Trademark

The Trademark Law of the PRC (《中華人民共和國商標法》) was promulgated by the SCNPC on August 23, 1982, became effective on March 1, 1983, and was last amended on April 23, 2019, and became effective on November 1, 2019. The Regulations for the Implementation of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) were promulgated by the State Council on August 3, 2002, became effective on September 15, 2002,

REGULATORY OVERVIEW

and was last amended on April 29, 2014, and became effective on May 1, 2014. According to these laws and regulations, the validity period of a registered trademark is 10 years from the date of approval. To continue using a trademark upon the expiry of its validity, renewal procedures must be completed in accordance with the provisions within the 12 months preceding expiration. If renewal procedures are not completed within this period, a six-month extension is allowed. Each renewal extends the validity period for 10 years, starting from the day following the expiration of the last validity period. Trademark registrants may authorize others to use their registered trademarks by signing trademark licensing agreements.

Domain Name

The Internet Domain Name Management Measures (《互聯網域名管理辦法》) were promulgated by the Ministry of Industry and Information Technology (the “MIIT”) on August 24, 2017, and became effective on November 1, 2017. According to these management measures, the MIIT is the primary regulatory authority for the management of Internet domain names in China. Domain name registration is processed through domain name root servers and their operating institutions, domain name registration management institutions and domain name registration service institutions established in accordance with the relevant regulations.

Copyright

In accordance with the Copyright Law of the PRC (《中華人民共和國著作權法》) which was promulgated by the SCNPC on September 7, 1990, and was last amended on November 11, 2020 and came into effect on June 1, 2021, and the Implementation Regulations of the PRC Copyright Law (《中華人民共和國著作權法實施條例》) promulgated by the State Council on August 2, 2002, last amended on January 30, 2013 and came into effect on March 1, 2013, Chinese citizens, legal persons, or other organizations shall, whether published or not, be entitled to copyrights in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software.

Computers Software Copyright

The Regulations on the Protection of Computer Software (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991, which was last amended on January 30, 2013 and came into effect on March 1, 2013, provide that the PRC citizen, legal person or other organization is entitled to the copyright of the software that such person, entity or organization develops, whether the software is released publicly or not. A software copyright holder is entitled to right of publication, right of acknowledgement, right of alteration, right of reproduction, right of distribution, right of leasing, right of dissemination, right of translation, and other rights to which a software copyright holder is entitled.

The Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》), which was promulgated by the National Copyright Administration on February 20, 2002, and became effective on the same date, and was last amended on June 18, 2004 and came into effect on July 1, 2004, regulates the registration of software copyright, the exclusive licensing contract and assignment contracts of software copyright. The National Copyright Administration is mainly responsible for the registration and management of

REGULATORY OVERVIEW

national software copyright and designates the China Copyright Protection Center as the agency for software registration. The China Copyright Protection Center will grant certificates of registration to computer software copyright applicants.

Regulations on Employment and Social Welfare

Employment

The major PRC laws and regulations that govern employment relationship are the Labor Law of the PRC (《中華人民共和國勞動法》), the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) and its implementation, which impose stringent requirements on the employers in relation to entering into fixed-term employment contracts, hiring of part-time employees and dismissal of employees.

The Labor Law of the PRC (《中華人民共和國勞動法》) was promulgated by the SCNPC on July 5, 1994, and became effective on January 1, 1995, and was last amended on December 29, 2018 and became effective on the same date. The Labor Law of the PRC stipulates matters related to promoting employment, labor contracts, working hours, rest and leave, wages, labor safety and hygiene, special protection for female and minor workers, vocational training, social insurance and welfare, labor disputes, supervision and inspection, as well as legal liabilities.

The Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) was promulgated by the SCNPC on June 29, 2007, and became effective on January 1, 2008, and was last amended on December 28, 2012, and became effective on July 1, 2013. The Implementation Regulation of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) was promulgated by the State Council on September 18, 2008, and became effective on the same date. According to the aforementioned law and regulation, a written labor contract shall be established when forming a labor relationship. Employers shall not force employees to work overtime and must pay overtime wages according to national regulations if overtime is arranged. Wages must not be lower than the local minimum wage standard and must be paid to employees promptly.

Social Insurance

The PRC Social Insurance Law (《中華人民共和國社會保險法》) (the “**Social Insurance Law**”), which was last amended by the SCNPC on December 29, 2018, and became effective on the same date, has established social insurance systems of basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance and has elaborated in detail the legal obligations and liabilities of employers who fail to comply with relevant laws and regulations on social insurance. According to the Social Insurance Law and the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999, and was last amended on March 24, 2019 and became effective on the same date, enterprises shall register social insurance with local social insurance and pay or withhold relevant social insurance for or on behalf of its employees. Any employer that fails to make social insurance contributions may be ordered to rectify the non-compliance and pay the required contributions within a prescribed time limit and be subject to a late fee. If the

REGULATORY OVERVIEW

employer still fails to rectify the failure to make the relevant contributions within the prescribed time, it may be subject to a fine ranging from one to three times the amount overdue.

On July 31, 2025, the PRC Supreme People’s Court promulgated the Interpretation II by the Supreme People’s Court of the PRC on Legal Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), which took effect on September 1, 2025. Article 19(1) thereof stipulates that if an employer and an employee agree or the employee undertakes that social insurance contributions need not to be paid, the People’s Court shall deem such agreement or undertaking invalid. Furthermore, where an employer fails to pay social insurance contributions in accordance with the law, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to Article 38(3) of the Labor Contract Law of the PRC, the People’s Court shall support such claims in accordance with the law, which clarifies that employees are entitled to request termination of their labor contracts and receive corresponding economic compensation under the Labor Contract Law of the PRC if the employer fails to make social insurance contributions in accordance with the law.

Housing Provident Fund

Pursuant to the Regulations on Management of Housing Provident Fund (《住房公積金管理條例》), which was promulgated by the State Council on April 3, 1999, and was last amended on March 24, 2019, and became effective on the same date, employers in Mainland China shall provide their employees with housing provident fund. Employers who fail to contribute to the above housing provident funds may be ordered to make full payment within a prescribed time period by the housing provident fund management center. If an employing entity fails to make the payment towards the housing provident funds within a prescribed time limit, an application may be made to a people’s court for enforcement.

Regulations on Overseas Investment

According to the Measures for the Administration of Overseas Investment of Enterprises (《企業境外投資管理辦法》) promulgated by the NDRC on December 26, 2017 and became effective on March 1, 2018, an investor shall, in overseas investment, undergo the formalities for the confirmation or recordation, among others, of an overseas investment project, report the relevant information, and cooperate in supervisory inspection.

Pursuant to the Measures for the Administration of Overseas Investment (《境外投資管理辦法》) promulgated by the MOFCOM on March 16, 2009, lastly amended on September 6, 2014 and became effective on October 6, 2014, “overseas investment” means the acts of an enterprise legally formed in China to own a non-financial enterprise or obtain the ownership, control, or right of business management of or any other interest in an existing non-financial enterprise outside of China by formation, acquisition or merger, or other means. The MOFCOM and the provincial counterparts promulgate regulations providing that overseas investment of enterprises to be subject to recordation or confirmation management, depending on the actual circumstances of investment. Overseas investment involving any sensitive country or region or any sensitive industry shall be subject to confirmation

REGULATORY OVERVIEW

management. Overseas investment under other circumstances shall be subject to recordation management. When an overseas enterprise invested by an enterprise conducts overseas reinvestment, the enterprise shall report to the commerce departments after completing the overseas legal procedures.

Pursuant to the Provisions on the Foreign Exchange Administration of the Overseas Direct Investment of Domestic Institutions (《境內機構境外直接投資外匯管理規定》) promulgated by the State Administration of Foreign Exchange (the “SAFE”) on July 13, 2009 and became effective on August 1, 2009 and the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by the SAFE on February 13, 2015, became effective on June 1, 2015 and was partially repealed on December 30, 2019, stipulates that, upon obtaining the approval for overseas investment, the overseas direct investment of PRC enterprises shall apply for foreign exchange registration to the banks at their places of registration.

Regulations on Foreign Exchange

On January 29, 1996, the State Council promulgated the Regulations of the PRC Foreign Exchange Administration (《中華人民共和國外匯管理條例》) (the “**Foreign Exchange Regulations**”) which became effective on April 1, 1996. The Foreign Exchange Regulations classify all international payments and transfers into current items and capital items. Most of the current items are no longer subject to SAFE’s approval, while capital items remain unchanged. The Foreign Exchange Regulations were subsequently amended on January 14, 1997 and August 5, 2008. The latest amendment to the Foreign Exchange Regulations clearly states that no restriction will be imposed on international current payments and transfers.

According to the Notice of the People’s Bank of China and the State Administration of Foreign Exchange on Issues Concerning Fund Management for Overseas Listing of Domestic Enterprises (《中國人民銀行國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》) jointly issued by the People’s Bank of China and the SAFE on December 24, 2025, which came into effect on April 1, 2026, the People’s Bank of China, the SAFE and its local branches implement supervision, administration, and inspection over activities related to the overseas listing of domestic companies, including business registration, account opening and use, cross-border receipts and payments, and fund conversion. For overseas listing, a domestic enterprise shall, within 30 working days from the date of its first trading day on the overseas market or upon completion of any over-allotment, apply to a bank within the province/municipality with independent planning status where it is registered to complete the overseas listing registration by presenting the required materials.

According to the Circular of the State Administration of Foreign Exchange on Reforming and Regulating Policies for the Administration over Foreign Exchange Settlement of Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) promulgated by SAFE on June 9, 2016 and became effective on the same date, and the Notice of the State Administration of Foreign Exchange on Further Deepening Reform to Promote Cross-border Trade and Investment Facilitation (《國家外匯管理局關於進一步深化改革促進跨境貿易投資便利化的通知》) promulgated by SAFE on December 4, 2023, and became effective on the same date, the foreign exchange receipts under capital accounts of domestic

REGULATORY OVERVIEW

institutions are subject to discretionary settlement policies. The foreign exchange receipts under capital accounts (including foreign exchange capital, foreign debts, and repatriated funds raised through overseas listing) subject to discretionary settlement as expressly prescribed in the relevant policies may be settled with banks according to the actual need of the domestic institutions for business operation. Domestic institutions may, at their discretion, settle up to 100% of foreign exchange receipts under capital accounts for the time being. SAFE may adjust the above proportion in due time according to the balance of payments. While eligible for the discretionary settlement of foreign exchange receipts under capital accounts, domestic institutions may also opt to use their foreign exchange receipts according to the payment-based settlement system. A bank shall, in handling each transaction of foreign exchange settlement for a domestic institution according to the principle of payment-based settlement, review the authenticity and compliance of the use of the funds settled in the previous foreign exchange settlement (including discretionary settlement and payment-based settlement) of such domestic institution. Domestic institutions' foreign exchange receipts under the capital account and the Renminbi funds obtained from the settlement thereof shall not, directly or indirectly, be used for expenditure beyond the enterprise's business scope or expenditure prohibited by laws and regulations of the state. Unless otherwise specified, the funds shall not, directly or indirectly, be used for investments in securities or other investments or wealth management other than banks' principal-secured products. The funds shall not be used for the granting of loans to non-affiliated enterprises, except where it is expressly permitted in the business scope. The funds shall not be used for the construction or purchase of real estate for purposes other than self-use (except for real estate enterprises).

According to the Notice on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支援涉外業務發展的通知》) issued by SAFE and became effective on April 10, 2020, eligible enterprises are allowed to make domestic payments by using their capital, foreign credits and the income under capital accounts of overseas listing, without providing materials to the bank in advance for authenticity verification on an item-by-item basis, provided that their utilized capital shall be authentic and in line with provisions, and conform to the prevailing administrative regulations related to the use of income under capital accounts. The concerned bank shall manage and control the relevant business risks under the principle of prudent business development and conduct spot checks afterwards in accordance with the relevant requirements. Local foreign exchange authorities shall strengthen monitoring and analysis and interim and ex-post supervision.

Regulations on Taxation

Enterprise Income Tax

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (the “EIT Law”) which was promulgated by the National People's Congress of the PRC on March 16, 2007 and last amended on December 29, 2018, and became effective on the same date, a unified income tax rate of 25% will be applied towards foreign investment and foreign enterprises which have set up institutions or facilities in the PRC as well as PRC enterprises. Under the EIT Law, enterprises established outside of China whose “de facto management bodies” are located in China are considered “resident enterprises” and will generally be subject to the unified 25% enterprise income tax rate as to their global income.

REGULATORY OVERVIEW

Enterprises that are recognized as high and new technology enterprises in accordance with the Administrative Measures for the Determination of High and New Tech Enterprises (《高新技術企業認定管理辦法》) promulgated by the Ministry of Science and Technology, the MOF and the SAT on April 14, 2008 and amended on January 29, 2016, and became effective on January 1, 2016, are entitled to enjoy a preferential enterprise income tax rate of 15%, under which the validity period of the high and new technology enterprise qualification shall be three years from the date of issuance of the certificate. An enterprise can re-apply for such recognition as a high and new technology enterprise before or after the previous certificate expires. Some of our PRC subsidiaries have obtained the high and new technology enterprise qualification.

Value-added Tax

Pursuant to the Value-added Tax Law of the People’s Republic of China (《中華人民共和國增值稅法》) promulgated on December 25, 2024 and came into effect on January 1, 2026, entities and individuals engaged in the sale of goods, services, intangible assets, or real estate within China, or importing goods to China, shall be identified as taxpayers of value-added tax, and shall pay value-added tax. The sale of goods, services, intangible assets, or real estate refers to the transfer of ownership of goods or real estate for a consideration, the provision of services for a fee, or the transfer of ownership or use rights of intangible assets for a consideration. For taxpayers selling goods, processing, repair or fitting services, or tangible movable property leasing services; or importing goods, the tax rate shall be 13%, unless otherwise specified; for taxpayers selling transportation, postal, basic telecommunications, construction, or real estate leasing services, selling real estate, transferring land use rights, or selling or importing specified goods, the tax rate shall be 9%, unless otherwise specified; for taxpayers selling services or intangible assets, the tax rate shall be 6%, unless otherwise specified; for taxpayers exporting goods, the tax rate shall be zero, except as otherwise provided by the State Council; for entities and individuals within China engaging in cross-border sales of services or intangible assets within the scope defined by the State Council, the tax rate shall be zero.

Tax on Dividends

For Individual Investors

According to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) (the “**Individual Income Tax Law**”), which was last amended by the SCNPC on August 31, 2018 and became effective on January 1, 2019, and the Implementation Rules of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法實施條例》) (the “**Implementation Rules of the Individual Income Tax Law**”), which was last amended by the State Council on December 18, 2018 and became effective on January 1, 2019, dividends paid by PRC companies to individual investors are ordinarily subject to a withholding income tax levied at a flat rate of 20%. Meanwhile, according to the Notice on Issues Concerning Differentiated Individual Income Tax Policies on Dividends and Bonus of Listed Companies (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) promulgated by the MOF, the SAT and the China Securities Regulatory Commission (the “**CSRC**”) on September 7, 2015 and became effective on September 8, 2015, where an individual holds the shares of a listed company obtained from the public offering for more than one year and transfers the

REGULATORY OVERVIEW

stock of the listed company on the stock market, the dividend and bonus income shall be temporarily exempted from individual income tax. Where an individual acquires shares of a listed company from the public offering and transfers the stock of the listed company on the stock market, if the holding period is within one month (inclusive), the dividend income shall be included in the taxable income in full; if the holding period is more than one month but less than one year (inclusive), the dividend income shall be included in the taxable income at the rate of 50%; the aforesaid income shall be subject to individual income tax at a uniform rate of 20%.

Pursuant to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), became effective on December 8, 2006, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total amount of dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interests in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total amount of dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (《〈內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排〉第五議定書》) (the “**Fifth Protocol**”), promulgated by the SAT and became effective on December 6, 2019 provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

For Enterprise Investors

Pursuant to the EIT Law and the Implementation Rules of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》), which was last amended by the State Council on December 6, 2024, and became effective on January 20, 2025, a non-resident enterprise is subject to a reduced rate of 10% enterprise income tax on PRC-sourced income, including dividends paid by a PRC resident enterprise that issues and lists shares in Hong Kong, if such non-resident enterprise does not have an establishment or place of business in the PRC or has an establishment or place of business in the PRC but the PRC-sourced income is not actually connected with such establishment or place of business in the PRC. The aforesaid income tax payable by non-resident enterprises shall be withheld at source, and the payer shall be the withholding agent, and the tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Such tax may be reduced or exempted pursuant to an applicable treaty for the avoidance of double taxation.

Pursuant to the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders which are Overseas Non-resident Enterprises (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) promulgated by the SAT on November 6, 2008, and became effective on the same date, a PRC resident enterprise is required to withhold enterprise income tax at a rate of 10% on dividends paid to non-PRC resident enterprise holders of H Shares which are derived out of profit generated since 2008.

REGULATORY OVERVIEW

According to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of equity interest in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total dividends payable by the PRC company. The Fifth Protocol provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including Hong Kong Securities Clearing Company Nominees Limited). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities' verification.

Tax related to equity transfer income

For Individual Investors

Under the Individual Income Tax Law and its implementation rules, individuals are subject to individual income tax at a rate of 20% on gains realized on the sale of equity interests in PRC resident enterprises. Pursuant to the Circular on Continuing the Temporary Exemption of Individual Income Tax on Gains from Share Transfers by Individuals (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》), which was promulgated by the MOF and the SAT on March 30, 1998, and became effective on the same date, from January 1, 1997, income of individuals from the transfer of shares in listed companies continues to be temporarily exempted from individual income tax. The SAT does not specify whether to continue to exempt individuals from personal income tax on the income from the transfer of shares in listed company in the newly revised Individual Income Tax Law and Implementation Rules of the Individual Income Tax Law.

For Enterprise Investors

Under the EIT Law and its implementation rules, a non-PRC resident enterprise is subject to enterprise income tax at the rate of 10% with respect to PRC-sourced income, including gains derived from the disposal of shares in a PRC resident enterprise, if it does not have an establishment or premises in the PRC or has an establishment or premises in the PRC but the PRC-sourced income is not actually connected with such establishment or premises in the PRC. The aforementioned income tax payable by non-PRC resident enterprises is subject to source withholding, and the payer is the withholding agent. The tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Such tax may be reduced or exempted under applicable tax treaties or arrangements.

REGULATORY OVERVIEW

Regulations on Securities and Overseas Listing

Securities Laws and Regulations

The Securities Law of the PRC (《中華人民共和國證券法》) (the “**Securities Law**”), which was promulgated by the SCNPC on December 29, 1998, and was last amended on December 28, 2019 and became effective on March 1, 2020, comprehensively regulating activities in the PRC securities market including issuance and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of securities regulatory authorities, etc. The Securities Law further regulates that a domestic enterprise issuing securities overseas directly or indirectly or listing their securities overseas shall comply with the relevant provisions of the State Council and for subscription and trading of shares of domestic companies using foreign currencies, detailed measures shall be stipulated by the State Council separately. The CSRC is the securities regulatory body set up by the State Council to supervise and administer the securities market according to law, maintain order in the market, and ensure the market operates in a lawful manner. Currently, the issue and trading of H shares are principally governed by the regulations and rules promulgated by the State Council and the CSRC.

Overseas Listings

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) and relevant five guidelines, which became effective March 31, 2023. According to the Overseas Listing Trial Measures, PRC domestic enterprises that seek to offer and list securities in overseas markets, either in direct or indirect means (the “**Overseas Offering and Listing**”), are required to fulfill the filing procedure with the CSRC and submit filing reports, legal opinions, and other relevant documents. Subject to specific circumstances, the Overseas Listing Trial Measures require that, among other things, (i) initial public offerings or listings on overseas markets shall be filed with the CSRC within three working days after the relevant application is submitted overseas, (ii) subsequent securities offerings of an issuer on the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within three working days after the offering is completed, and (iii) subsequent securities offerings or listings of an issuer on other overseas markets other than where it has offered and listed securities shall be filed with the CSRC within three working days after the relevant application is submitted overseas. If a PRC company fails to complete the filing procedure or the filing documents submitted by a PRC company contain misrepresentation, misleading statement or material omission, such PRC company may be subject to order to rectify, warnings and fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly responsible persons may also be subject to fines.

In addition, the Overseas Listing Trial Measures also provides the circumstances where the Overseas Offering and Listing is explicitly prohibited, including: (i) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) the Overseas Offering and Listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) the PRC domestic enterprise, or its controlling shareholder(s) and the actual

REGULATORY OVERVIEW

controller, have committed relevant crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the PRC domestic enterprise is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or actual controller.

According to the Provisions on Strengthening the Confidentiality and File Management of Domestic Enterprises Related to Overseas Issuance of Securities and Listing (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) which was promulgated by the CSRC together with the MOF and National Administration of State Secrets Protection and National Archives Administration of China on February 24, 2023, and became effective on March 31, 2023, during the overseas offering and listing activities of domestic enterprises, domestic enterprises, securities companies and securities service providers providing corresponding services shall strictly abide by the relevant PRC laws and regulation as well as the requirements of the provisions, enhance legal awareness of guarding state secrets and strengthening the management of archives, establish and complete systems for confidentiality and archives work, employ necessary measures to implement the responsibility for confidentiality and archives management, and shall not divulge state secrets and work secrets of state organs, and shall not harm the interests of state and the public. If domestic enterprises provide or publicly disclose to relevant securities companies, securities service institutions, overseas regulatory agencies and other parties, or provide or publicly disclose documents and materials involving state secrets or state organ work secrets through the issuer, they shall report the matters to the competent authorities for examination and approval, and file them with the department for the administration and management of state secrets at the same level for the record.

“Full Circulation” represents listing and circulating on the Stock Exchange of the domestic unlisted shares of an H-share listed company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. On November 14, 2019, CSRC announced the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請「全流通」業務指引》) (the “**Guidelines for the ‘Full Circulation’**”), which were amended on August 10, 2023. As regulated in the Guidelines for “Full Circulation,” shareholders of domestic unlisted shares have the flexibility to jointly decide the amount and proportion of shares that will be included in the circulation application. This decision should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Meanwhile, the H-share listed company corresponding to these shares may be authorized to file for “full circulation” with the CSRC. An unlisted domestic joint stock company may file with the CSRC for “full circulation” at the time of its initial public offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China. Pursuant to the Overseas Listing Trial Measures, which came into effect on March 31, 2023, for a domestic company directly offering and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and traded on an overseas trading venue shall conform to relevant regulations

REGULATORY OVERVIEW

promulgated by the CSRC. Additionally, they are required to authorize the domestic company to submit the conversion application to the CSRC on their behalf.

On December 31, 2019, China Securities Depository and Clearing Corporation Limited and Shenzhen Stock Exchange jointly announced the Measures for Implementation of the H-share “Full Circulation” Business (《H股「全流通」業務實施細則》) (the “**Measures for Implementation**”). The businesses of cross-border share transfer registration, maintenance of deposit and holding details, transaction entrustment and instruction transmission, settlement, management of settlement participants, services of nominal holders, etc., in relation to the H-share “Full Circulation” business, are subject to the Measures for Implementation.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

The history of our Group traces back to 2010, when our predecessor, Shanghai Buy Quickly Network Technologies Co., Ltd. (上海百秋網絡科技有限公司) (“**Buy Quickly Network**”) was founded by Mr. Liu as the controlling shareholder. On December 30, 2021, Shanghai Buy Quickly was converted into a joint stock company with limited liability and was subsequently renamed as Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. (上海百秋尚美科技服務集團股份有限公司) (“**Buy Quickly**”).

After more than 15 years of development, we are now a digital retail operation service provider in China with a focus on mid-to-premium brands.

BUSINESS DEVELOPMENT MILESTONES

The following table sets out certain development milestones of our Company:

Year	Milestones
2010	Our predecessor, Buy Quickly Network was established in Shanghai.
2016	We provided e-commerce operations for three overseas handbags and luggage brands, enabling them to achieve the top three flagship stores in this sector on Tmall during the annual “Double 11” shopping festival in terms of GMV. We commenced cooperation with fashion and accessory brands, further expanding our portfolio of mid-to-premium brands operation.
2017	We established our Creative Studio, elevating our integrated operation abilities in aesthetics infrastructure. We launched our high-standard logistics center, representing our transformation into an end-to-end e-commerce retail service provider.
2018	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司), one of our subsidiaries, was awarded the title of “Shanghai High-tech Enterprise”.
2020	We completed the Series A Financing led by HongShan Jingrui. We assisted a Swiss luxury brands group launching a series of official Tmall flagship stores.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Milestones
2021	We established Shanghai Romomo Digital Technologies Co., Ltd., (上海容麼麼數字科技有限公司), commencing the business in the live-streaming e-commerce sector. Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司), one of our subsidiaries, was awarded the title of “Shanghai ‘Little Giant’ Technology Enterprise”.
2023	We were awarded the title of “National E-Commerce Demonstration Enterprise (國家電子商務示範企業)” by the Ministry of Commerce of the PRC (MOFCOM).
2024	Buy Quickly End-to-End Data Insight Platform (百秋零售全鏈路數智洞察平台), an AI application developed by us in the e-commerce retail section was selected for inclusion in the “2024 Typical Demonstration Cases of Large Model Applications” (2024大模型典型示範應用案例集) published at the World Artificial Intelligence Conference (WAIC) (2024年世界人工智能大會).
2025	We ranked first in terms of online retail integrated operation service GMV for sports brands in China through broader engagement with well-known sports brands.

OUR MAJOR SUBSIDIARIES

The table below sets out the place and date of incorporation and the principal business activities of our subsidiaries that made a material contribution to our results of operations during the Track Record Period:

Name	Place of Incorporation	Date of Incorporation	Equity Interest attributable to our Group	Principal Business Activities
Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	Shanghai, PRC	May 2, 2013	100%	E-commerce operations, multi-channel retailing, digital marketing, warehousing and logistics, and information technology support
Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	Shanghai, PRC	May 19, 2017	100%	E-commerce operations, omni-channel retailing, digital marketing, warehousing and logistics, and information technology support

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name	Place of Incorporation	Date of Incorporation	Equity Interest attributable to our Group	Principal Business Activities
Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	Shanghai, PRC	June 23, 2021	70% ^(Note 1)	Live-streaming e-commerce operations, store-based live-streaming services, short video, influencer marketing, and internet live-streaming technology services
Shanghai Rongbo Media Technologies Co., Ltd. (上海容播傳媒科技有限公司)	Shanghai, PRC	December 29, 2023	70% ^(Note 2)	Operation of online activities; performance marketing
Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	Shanghai, PRC	August 26, 2021	100%	Goods storage services and supply chain management services
Buy Quickly Warehousing Services (Jiaxing) Co., Ltd. (百秋倉儲服務(嘉興)有限公司)	Zhejiang, PRC	March 7, 2018	100%	Goods storage services, customs declaration services and supply chain management services
Buy Quickly NewLogis (Changxing) Supply Chain Management Co., Ltd. (百秋新洛傑斯(長興)供應鏈管理有限公司)	Zhejiang, PRC	September 7, 2021	100%	Supply chain management services, goods storage services
Shanghai Buy Quickly Future Retail Network Services Co., Ltd. (上海百秋全週網絡服務有限公司)	Shanghai, PRC	August 24, 2018	100%	Sales of Goods

Notes:

- As of the Latest Practicable Date, Shanghai Romomo Digital Technologies Co., Ltd. was owned as to (i) 70% by our Company, (ii) 20% by Mr. Liu Jiangning (劉江寧), our executive Director, and (iii) 10% by Shanghai Momoda Enterprise Management Centre (L.P.) (上海麼麼搭企業管理中心(有限合夥)), the general partner of which was Mr. Liu Jiangning, who held 98% of its partnership interest.
- As of the Latest Practicable Date, Shanghai Rongbo Media Technologies Co., Ltd. was owned as to 100% by Shanghai Romomo Digital Technologies Co., Ltd.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES OF OUR GROUP

Establishment and Nominee Shareholding Arrangements

Our predecessor, Buy Quickly Network, was established in the PRC on September 16, 2010 by Mr. Liu and his acquaintances, Mr. Liu Lei (劉磊) and Mr. Yuan Yihuai (袁益懷). To facilitate its business registration before the Company established a clear and stable primary business, all of the then shareholders adopted nominee shareholding arrangements. Ms. Zhang Beilun (張蓓倫), mother-in-law of Mr. Liu, held 51.00% equity interest in Buy Quickly Network as the nominee for Mr. Liu. Ms. Feng Qianmei (馮前梅), the spouse of Mr. Yuan Yihuai, held 24.50% equity interest as the nominee for Mr. Yuan Yihuai. Ms. Liu Yan (劉艷), the sister of Mr. Liu Lei, held 24.50% equity interest as the nominee for Mr. Liu Lei (the “Nominee Shareholding Arrangements”).

Upon establishment as a limited liability company, the registered capital of Shanghai Buy Quickly was RMB500,000. On November 17, 2010, the registered capital of Shanghai Buy Quickly increased to RMB1,000,000 with the shareholding percentages of the then shareholders remaining unchanged.

On January 11, 2011, Ms. Liu Yan, the nominee of Mr. Liu Lei, transferred 24.50% equity interest to Ms. Zhang Beilun, the nominee of Mr. Liu. On February 15, 2011, Ms. Feng Qianmei, the nominee of Mr. Yuan Yihuai, transferred 24.50% equity interest to Ms. Zhang Beilun, the nominee of Mr. Liu. These two transfers were made at nil consideration, because Buy Quickly Network was still in its early stage, operating at a loss.

On April 2, 2011, Ms. Zhang Beilun transferred (i) 78.00% equity interest in Buy Quickly Network back to Mr. Liu at nil consideration, representing the termination of the Nominee Shareholding Arrangements and (ii) as instructed by Mr. Liu, 22.00% to Mr. Hu Shaoqun (胡少群) (“**Mr. Hu**”) as an acquaintance of Mr. Liu, at a consideration of RMB60,000, which was settled in March 2011. The consideration for Mr. Hu was determined after arm’s length negotiation.

Subsequent Capital Changes and Equity Transfers

1. Equity transfers during the period from 2014 to 2016

Several equity transfers were completed by our then shareholders during the period from November 2014 to May 2016. Mr. Liu and Mr. Hu aggregately transferred (i) 5% of the equity interest in Buy Quickly Network to Ms. Zhao Ling (趙玲), an Independent Third Party at a consideration of RMB1,000,000, which was settled on October 27, 2014, and (ii) 2% of the equity interest in Buy Quickly Network to Mr. Qiu Yuhong (邱玉洪) (“**Mr. Qiu**”), our executive Director, at a consideration of RMB688,253, which was settled on August 12, 2016. The consideration for equity transfers was determined after arm’s length negotiation, taking into account the performance and business development prospects of the Company.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Upon completion of such equity transfers, the shareholding structure of Shanghai Buy Quickly was as follows:

Shareholders	Registered capital subscribed for	Shareholding percentage
	(RMB)	(%)
Mr. Liu	725,400	72.54
Mr. Hu	204,600	20.46
Ms. Zhao Ling	50,000	5.00
Mr. Qiu	20,000	2.00
Total	1,000,000	100.00

2. Equity Transfer in August 2016

Pursuant to an equity transfer agreement dated August 4, 2016, the then shareholders agreed to transfer an aggregate of 75.00% of their equity interest in Shanghai Buy Quickly to Shenzhen Ellassay Fashion Co., Ltd. (深圳歌力思服飾股份有限公司) (“**Ellassay**”), at a consideration of RMB277.5 million. Such consideration was fully settled as of June 5, 2019. Upon completion of such equity transfers, Ellassay became the controlling shareholder of Shanghai Buy Quickly. The consideration for such equity transfers was determined after arm’s length negotiation, taking into account the performance and business development prospects of the Company.

Upon completion of such equity transfer on August 30, 2016, the shareholding structure of Shanghai Buy Quickly was as follows:

Shareholders	Registered capital subscribed for	Shareholding percentage
	(RMB)	(%)
Ellassay ⁽¹⁾	750,000	75.00
Mr. Liu	181,350	18.14
Mr. Hu	51,150	5.12
Ms. Zhao Ling	12,500	1.25
Mr. Qiu	5,000	0.50
Total	1,000,000	100.00

Note:

- (1) Ellassay, a company listed on the Shanghai Stock Exchange (Stock Code: 603808.SH), was ultimately controlled by Mr. Xia Guoxin (夏國新) and Ms. Hu Yongmei (胡詠梅).

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

3. Capital Increase in February 2020

On February 10, 2020, Buy Quickly Network increased its registered capital from RMB1,000,000 to RMB1,162,790. In respect of the RMB162,790 increase, (i) our then shareholders (except for Ellassay) subscribed for RMB23,255 at par value according to their respective shareholding percentages; and (ii) Shanghai Buy Quickly Partner Enterprise Management Center (Limited Partnership) (上海百秋帕特尼企業管理中心(有限合伙)) (“**Buy Quickly Partner**”), an employee incentive platform, subscribed for RMB139,535 at par value.

Upon completion of such capital increase, the shareholding structure of Shanghai Buy Quickly was as follows:

Shareholders	Registered capital subscribed for	Shareholding percentage
	(RMB)	(%)
Ellassay	750,000	64.50
Mr. Liu ⁽¹⁾ & ⁽²⁾	198,255	17.05
Buy Quickly Partner ⁽¹⁾ & ⁽²⁾	139,535	12.00
Mr. Hu ⁽²⁾	55,814	4.80
Ms. Zhao Ling ⁽²⁾	13,721	1.18
Mr. Qiu ⁽²⁾	5,465	0.47
Total	1,162,790	100.00

Notes:

- (1) Buy Quickly Partner was established as an employee incentive platform for our core employees. Shanghai Buy Quickly Zhicheng Enterprise Management Co., Ltd. (上海百秋志成企業管理有限公司) (“**BQ Zhicheng**”) has been the general partner of Buy Quickly Partner. As of the Latest Practicable Date, BQ Zhicheng was owned as to 99.99% by Mr. Liu.
- (2) Mr. Liu, Mr. Hu, Ms. Zhao Ling, Mr. Qiu and Buy Quickly Partner entered into a concert party arrangement on December 12, 2019. See “The Concert Party Agreements” in this section for further details.

4. Series A Financing in 2020

On February 18, 2020, HongShan Jingrui (Xiamen) Investment Partnership Enterprise (Limited Partnership) (紅杉璟睿(廈門)投資合夥企業(有限合伙)) (“**HongShan Jingrui**”) subscribed for RMB166,113 in the registered capital of Shanghai Buy Quickly, representing 12.5% of its equity interest. Meanwhile, Ellassay transferred an aggregate of 27.75% of its equity interest in Shanghai Buy Quickly to several Pre-[REDACTED] investors. For further details, see “Pre-[REDACTED] Investments” in this section. The consideration was determined after arm’s length negotiation, taking into account the performance and business prospects of the Company.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Upon completion of such capital increase and equity transfers, the shareholding structure of Shanghai Buy Quickly was as follows:

Shareholders	Registered capital subscribed for	Shareholding percentage
	(RMB)	(%)
Mr. Liu ^{(1) & (2)}	198,255	14.92
Buy Quickly Partner ^{(1) & (2)}	139,535	10.50
HongShan Jingrui	368,771	27.75
Ellassay	368,771	27.75
Hangzhou Jiebai Group Co., Ltd. (杭州解百集團股份有限公司) (“ Hangzhou Jiebai ”)	66,424	5.00
Mr. Hu ⁽²⁾	55,814	4.20
Beijing Fengshang Guanmiao Management Consulting Partnership (Limited Partnership) (北京峰上觀妙管理諮詢合夥企業(有限合夥)) (“ Beijing Fengshang ”) ⁽³⁾	55,354	4.17
Shenzhen Zhicheng Dongsheng Investment Partnership (Limited Partnership) (深圳市智誠 東晟投資合夥企業(有限合夥)) (“ Shenzhen Zhicheng ”)	44,283	3.33
Ms. Zhao Ling ⁽²⁾	13,721	1.03
Shanghai Aifu Investment Management Co., Ltd. (上海愛服投資管理有限公司) (“ Shanghai Aifu ”)	12,510	0.94
Mr. Qiu ⁽²⁾	5,465	0.41
Total	1,328,903	100.00

Notes:

- (1) & (2) See note (1) and (2) to the shareholding structure table under “3. Capital Increase in February 2020” above in this section.
- (3) Beijing Fengshang was formerly known as Ningbo Free Trade Zone Fengshang Guanmiao Equity Investment Partnership (Limited Partnership) (寧波保稅區峰上觀妙股權投資合夥企業(有限合夥)).

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

5. Equity Transfer I in 2021

On February 9, 2021, Shanghai Aifu transferred all its equity interest in Shanghai Buy Quickly to Shanghai Hechuo Enterprise Management Consulting Partnership (Limited Partnership) (formerly Gongqingcheng Hechuo Investment Partnership (Limited Partnership)) (上海合綽企業管理諮詢合夥企業(有限合夥)，原共青城合綽投資合夥企業(有限合夥)) (“**Shanghai Hechuo**”), at the same price as it acquired such equity interest. Both Shanghai Aifu and Shanghai Hechuo are controlled by Mr. Xu Peifeng (許培鋒). See “Information of Pre-[REDACTED] Investors” in this section for further details. The consideration was determined after arm’s length negotiation, taking into account the performance and business prospects of the Company.

Shareholders	Registered capital subscribed for (RMB)	Shareholding percentage (%)
Mr. Liu ^{(1) & (2)}	198,255	14.92
Buy Quickly Partner ^{(1) & (2)}	139,535	10.50
HongShan Jingrui	368,771	27.75
Ellassay	368,771	27.75
Hangzhou Jiebai	66,424	5.00
Mr. Hu ⁽²⁾	55,814	4.20
Beijing Fengshang	55,354	4.17
Shenzhen Zhicheng	44,283	3.33
Ms. Zhao Ling ⁽²⁾	13,721	1.03
Shanghai Hechuo	12,510	0.94
Mr. Qiu ⁽²⁾	5,465	0.41
Total	1,328,903	100.00

Notes:

- (1) See note (1) to the shareholding structure table under “3. Capital Increase in February 2020” above in this section.
- (2) Ms. Zhao Ling ceased to act in concert with Mr. Liu, Buy Quickly Partner, Mr. Hu and Mr. Qiu pursuant to a supplement agreement dated December 3, 2020. See “— The Concert Party Agreements” in this section for further details.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

6. The Establishment of WVR and Equity Transfers II in 2021

We adopted our WVR structure in September 2021. See “Our WVR Structure” below in this section for further details. On October 28, 2021, Beijing Fengshang transferred all its equity interests to several Pre-[REDACTED] investors. The consideration was determined after arm’s length negotiation, taking into account the performance, business prospects of our Company and market environment. For details, see “Pre-[REDACTED] Investments” in this section. Upon completion of such changes, the shareholding structure and voting rights percentage were set as below:

Shareholders	Registered capital subscribed for ⁽³⁾ (RMB)	Shareholding percentage (%)	Voting Rights percentage (%)
Mr. Liu ^{(1) & (2)}	198,255	14.92	58.38
Buy Quickly Partner ^{(1) & (2)}	139,535	10.50	5.14
HongShan Jingrui	368,771	27.75	13.57
Ellassay	368,771	27.75	13.57
Hangzhou Jiebai	66,424	5.00	2.45
Mr. Hu ⁽²⁾	55,814	4.20	2.05
Shenzhen Zhicheng	44,283	3.33	1.63
Yangzhou Chenyi Gaotong Equity Investment Partnership Enterprise (Limited Partnership) (“Yangzhou Chenyi”) (揚州晨壹 高桐股權投資合夥企業(有限 合夥))	43,458	3.27	1.60
Ms. Zhao Ling ⁽²⁾	18,819	1.42	0.69
Shanghai Hechuo	12,510	0.94	0.46
Ms. Zhang Chunyan	6,798	0.51	0.25
Mr. Qiu	5,465	0.41	0.20
Total	1,328,903	100.00	100.00

Notes:

(1) & (2) See notes (1) and (2) to the shareholding structure table under “5. Equity Transfer I in 2021” above in this section.

(3) After the establishment of our WVR structure, Mr. Liu was entitled to exercise eight votes per registered capital subscribed, while the other shareholders were entitled to exercise one vote per registered capital subscribed.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

7. Conversion into Joint Stock Company with Limited Liability in December 2021

On December 30, 2021, Shanghai Buy Quickly was converted into a joint stock company with limited liability, and its name was changed to the current name of our Company, Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. (上海百秋尚美科技服務集團股份有限公司). Based on the audited net assets value of our Company (i) RMB361,000,000.00 was credited as the registered share capital and was converted into 361,000,000 shares with a nominal value of RMB1.00 each; and (ii) the remaining RMB81,697,735.05 was credited as the capital reserve of our Company. Upon completion of the conversion, the shareholding structure and voting rights percentage of our Company were as follows:

Shareholders	Number of Shares ⁽³⁾	Shareholding percentage (%)	Voting Rights percentage (%)
Mr. Liu ^{(1) & (2)}	53,856,493	14.92	58.38
Buy Quickly Partner ^{(1) & (2)}	37,905,050	10.50	5.14
HongShan Jingrui	100,177,613	27.75	13.57
Ellassay	100,177,613	27.75	13.57
Hangzhou Jiebai	18,044,255	5.00	2.45
Mr. Hu ⁽²⁾	15,162,020	4.20	2.05
Shenzhen Zhicheng	12,029,594	3.33	1.63
Yangzhou Chenyi	11,805,480	3.27	1.60
Ms. Zhao Ling ⁽²⁾	5,112,231	1.42	0.69
Shanghai Hechuo	3,398,374	0.94	0.46
Ms. Zhang Chunyan	1,846,695	0.51	0.25
Mr. Qiu ⁽²⁾	1,484,582	0.41	0.20
Total	361,000,000	100.00	100.00

Notes:

(1) & (2) See notes (1) and (2) to the shareholding structure table under “5. Equity Transfer I in 2021” above in this section.

(3) With the establishment of our WVR structure, all of the 53,856,493 Shares held by Mr. Liu were Class A Shares, while all the Shares held by the other shareholders were Class B Shares. Mr. Liu was entitled to exercise eight votes for one Class A Share and the other shareholders were entitled to exercise one vote for one Class B Share.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

8. Share Transfers in 2026

On January 28, 2026, Ellassay transferred 7.75% of the shares in our Company to Shanghai Buy Quickly YIERIYI Enterprise Management (Limited Partnership) (上海百秋壹貳壹企業管理中心(有限合夥)) (“Buy Quickly YIERIYI”) at a consideration of RMB135,625,000, which was settled on March 24, 2026. On March 1, 2026, HongShan Jingrui transferred approximately 7.63% of the shares in our Company to Buy Quickly YIERIYI at a consideration of RMB141,062,500, which was settled on March 24, 2026. The consideration was determined after arm’s length negotiation, taking into account the performance and business prospects of our Company and the termination of the WVR structure. In addition, the consideration for HongShan Jingrui was also referred to the terms of redemption mechanism provided for it in the Series A Financing. See “Pre-[REDACTED] Investment” for details.

Upon completion of such transfer, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares ⁽³⁾	Shareholding percentage (%)	Voting Rights percentage ⁽⁴⁾ (%)
Mr. Liu ^{(1), (2) & (4)}	53,856,493	14.92	58.38
Buy Quickly YIERIYI ⁽⁵⁾	55,503,750	15.38	7.52
Buy Quickly Partner ^{(1) & (2)}	37,905,050	10.50	5.14
HongShan Jingrui	72,651,363	20.13	9.84
Ellassay	72,200,113	20.00	9.78
Hangzhou Jiebai	18,044,255	5.00	2.45
Mr. Hu ⁽²⁾	15,162,020	4.20	2.05
Shenzhen Zhicheng	12,029,594	3.33	1.63
Yangzhou Chenyi	11,805,480	3.27	1.60
Ms. Zhao Ling ⁽²⁾	5,112,231	1.42	0.69
Shanghai Hechuo	3,398,374	0.94	0.46
Ms. Zhang Chunyan	1,846,695	0.51	0.25
Mr. Qiu ⁽²⁾	1,484,582	0.41	0.20
Total	361,000,000	100.00	100.00

Notes:

- (1) & (2). See notes (1) and (2) to the shareholding structure table under “5. Equity Transfer I in 2021” above in this section.
- (3). See note (3) to the shareholding structure table under “7. Conversion into Joint Stock Company with Limited Liability in December 2021” above in this section.
- (4). Buy Quickly YIERIYI has been managed by BQ Zhicheng. As of the Latest Practicable Date, BQ Zhicheng was owned as to 99.99% by Mr. Liu.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR WVR STRUCTURE

We adopted the WVR structure in September 2021. After establishment of our WVR structure, our shares comprised class A shares (the “**Class A Shares**”) and class B shares (the “**Class B Shares**”). The holder of the Class A Shares is entitled to exercise eight votes for one share and the holders of the Class B Shares are entitled to exercise one vote for one share. Mr. Liu was the only holder of the Class A Shares.

As of the Latest Practicable Date, Mr. Liu controlled approximately 73.29% voting rights of our Company, through (i) 53,856,493 Class A Shares held by himself, representing approximately 14.92% of our total issued Shares and approximately 58.38% of our total voting rights; (ii) 93,408,800 Class B Shares held by Buy Quickly Partner and Buy Quickly YIERYI, which were entities controlled by Mr. Liu, representing approximately 25.88% of our total issued Shares and approximately 12.66% of our total voting rights; and (iii) 15,162,020 Class B Shares held by Mr. Hu and 1,484,582 Class B Shares held by Mr. Qiu by virtue of their acting in concert arrangements, together representing approximately 4.61% of our total issued Shares and 2.25% of our total voting rights. See “—The Concert Party Agreements” for further details of the acting in concert arrangements among Mr. Liu, Mr. Hu, Mr. Qiu, and Buy Quickly Partner.

On April 8, 2026, a termination agreement was entered into, under which the WVR structure would be terminated upon [REDACTED]. In addition, upon the [REDACTED], the Articles of Association will take effect, under which the Company will no longer have a WVR structure and all Class A Shares will be converted and re-designated as Shares without any weighted voting rights on an one-to-one basis.

THE CONCERT PARTY AGREEMENTS

On December 12, 2019, Mr. Liu, Mr. Hu, Mr. Qiu, Ms. Zhao Ling, and Buy Quickly Partner entered into a concert party agreement (the “**Concert Party Agreement**”). Pursuant to the Concert Party Agreement, Mr. Liu, Mr. Hu, Mr. Qiu, Ms. Zhao Ling, and Buy Quickly Partner confirmed that they had acted in concert in respect of the management and operation of our Company by aligning their votes in accordance with Mr. Liu’s decisions when exercising their rights as our Shareholders since December 12, 2019.

In addition, they entered into a supplemental agreement on December 3, 2020. (the “**Supplemental Agreement**”). Pursuant to the Supplemental Agreement, Ms. Zhao Ling ceased to be a party to such arrangement while Mr. Liu, Mr. Hu, Mr. Qiu and Buy Quickly Partner agreed to continue such arrangement.

MAJOR ACQUISITION, DISPOSAL AND MERGERS

Throughout the Track Record Period and as of the Latest Practicable Date, we did not conduct any major acquisitions, mergers, or disposals.

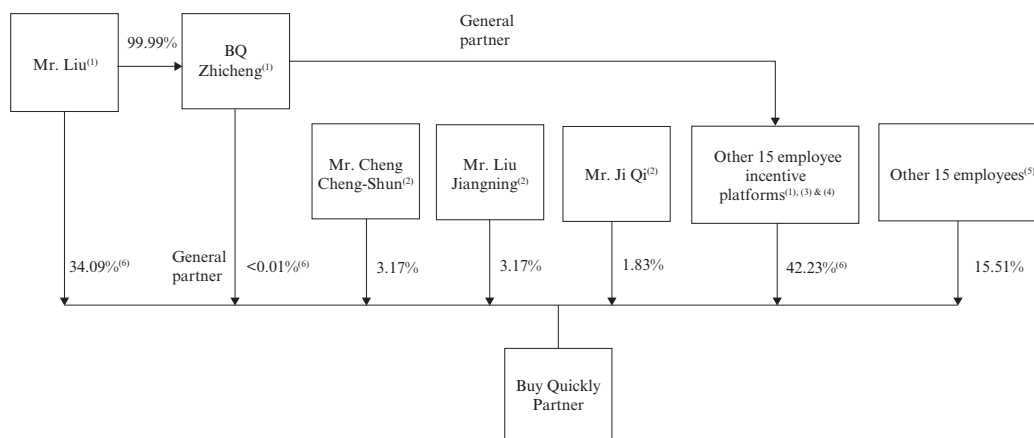
EMPLOYEE INCENTIVE SCHEME

We adopted the Employee Incentive Scheme (the “**Scheme**”) in March 2020 to incentivize and reward our core employees through several employee incentive platforms. Buy

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Quickly Partner was established in the PRC as the platform to directly hold shares in our Company. BQ Zhicheng has been acting as its general partner. Certain participants of the Scheme hold interests directly in Buy Quickly Partner, while other participants hold interests indirectly in Buy Quickly Partner through the other 15 employee incentive platforms.

Below sets out the structure of Buy Quickly Partner as of the Latest Practicable Date:



Notes:

- (1) BQ Zhicheng was owned as to 99.99% by Mr. Liu. BQ Zhicheng was the general partner of Buy Quickly Partner and the other 15 employee incentive platforms.
- (2) Mr. Liu, Mr. Cheng Cheng-Shun, Mr. Liu Jiangning and Mr. Ji Qi are our executive Directors. Save for them, none of our Directors and chief executives held partnership interest in Buy Quickly Partner.
- (3) The other 15 employee incentive platforms were:
 - (i) Shanghai Buy Quickly Gongying Enterprise Management Center (Limited Partnership) (上海百秋共赢企業管理中心(有限合夥)), holding approximately 9.31% partnership interest in Buy Quickly Partner;
 - (ii) Shanghai Buy Quickly Gongyou Enterprise Management Center (Limited Partnership) (上海百秋共優企業管理中心(有限合夥)), holding approximately 11.70% partnership interest in Buy Quickly Partner;
 - (iii) Shanghai Buy Quickly Gongjing Enterprise Management Center (Limited Partnership) (上海百秋共景企業管理中心(有限合夥)), holding approximately 4.45% partnership interest in Buy Quickly Partner;
 - (iv) Shanghai Buy Quickly Gongsheng Enterprise Management Center (Limited Partnership) (上海百秋共勝企業管理中心(有限合夥)), holding approximately 4.34% partnership interest in Buy Quickly Partner;
 - (v) Shanghai Buy Quickly Gongzhan Enterprise Management Center (Limited Partnership) (上海百秋共展企業管理中心(有限合夥)), holding approximately 2.28% partnership interest in Buy Quickly Partner;
 - (vi) Shanghai Buy Quickly Gonghui Enterprise Management Center (Limited Partnership) (上海百秋共惠企業管理中心(有限合夥)), holding approximately 1.96% partnership interest in Buy Quickly Partner;
 - (vii) Shanghai Buy Quickly Gongjin Enterprise Management Center (Limited Partnership) (上海百秋共進企業管理中心(有限合夥)), holding approximately 1.91% partnership interest in Buy Quickly Partner;
 - (viii) Shanghai Buy Quickly Gongchuang Enterprise Management Center (Limited Partnership) (上海百秋共創企業管理中心(有限合夥)), holding approximately 0.05% partnership interest in Buy Quickly Partner;

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- z(ix) Shanghai Buy Quickly Gongzhi Enterprise Management Center (Limited Partnership) (上海百秋共志企業管理中心(有限合夥)), holding approximately 1.57% partnership interest in Buy Quickly Partner;
 - (x) Shanghai Buy Quickly Gongxing Enterprise Management Center (Limited Partnership) (上海百秋共行企業管理中心(有限合夥)), holding approximately 1.04% partnership interest in Buy Quickly Partner;
 - (xi) Shanghai Buy Quickly Gongxin Enterprise Management Center (Limited Partnership) (上海百秋共新企業管理中心(有限合夥)), holding approximately 1.01% partnership interest in Buy Quickly Partner;
 - (xii) Shanghai Buy Quickly Gongrong Enterprise Management Center (Limited Partnership) (上海百秋共融企業管理中心(有限合夥)), holding approximately 0.70% partnership interest in Buy Quickly Partner;
 - (xiii) Shanghai Buy Quickly Gonghe Enterprise Management Center (Limited Partnership) (上海百秋共合企業管理中心(有限合夥)), holding approximately 0.43% partnership interest in Buy Quickly Partner;
 - (xiv) Shanghai Buy Quickly Gongcheng Enterprise Management Center (Limited Partnership) (上海百秋共誠企業管理中心(有限合夥)), holding approximately 0.88% partnership interest in Buy Quickly Partner; and
 - (xv) Shanghai Buy Quickly Gongcheng Enterprise Management Center (Limited Partnership) (上海百秋共成企業管理中心(有限合夥)), holding approximately 0.61% partnership interest in Buy Quickly Partner.
- (4) None of our Directors and chief executives held partnership interest in the 15 employee incentive platforms.
 - (5) None of these employees held 10% or more of the partnership interest in Buy Quickly Partner.
 - (6) The relevant registration procedures of such shareholding are in the process, which are expected to be completed prior to the [REDACTED].

For further details of our Employee Incentive Scheme, see “Appendix V—Statutory and General Information—4. Employee Incentive Scheme” to this document.

PREVIOUS A-SHARE LISTING ATTEMPT AND REASONS FOR THE [REDACTED] ON THE STOCK EXCHANGE

In contemplation of an initial public offering in the PRC, we submitted an application for the listing of our Shares on the ChiNext Market of the Shenzhen Stock Exchange (深圳證券交易所創業板) in June 2023 (the “**ChiNext Market Listing Application**”). The application subsequently lapsed, and no further progress had been made. Our Company did not receive any administrative comments in connection with such application.

Our Directors are of the view that there were no disagreements between the Company and the professional parties of the ChiNext Market Listing Application and our Directors are not aware of any material matter in relation to the ChiNext Market Listing Application that would affect the Company’s suitability for [REDACTED] on the Stock Exchange or other material matters that need to be brought to the attention of the Stock Exchange. Based on the independent due diligence conducted by the Sole Sponsor, having considered the conclusion and the basis of the Directors, nothing has come to the attention of the Sole Sponsor that would cause the Sole Sponsor to cast reasonable doubt on the Directors’ view in respect of the ChiNext Market Listing Application.

We are now seeking to [REDACTED] on the Hong Kong Stock Exchange after taking into account the Company’s development strategies and capital market condition. We believe it will provide a platform for us to introduce our business to a wider range of investors.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED] Investments

1. Overview

Details of our pre-[REDACTED] investments, namely, the Series A Financing in 2020, the equity transfers in 2021, and Share Transfers in 2026 (collectively, the “Pre-[REDACTED] Investments”), are summarized as below:

Pre-[REDACTED] investors	Investment method	Date of agreement	Registered capital/ number of Shares subscribed/ acquired (RMB)	Consideration (RMB)	Percentage of Interest	Latest date of settlement	Cost per Share (RMB)	[REDACTED] (%)
<i>Series A Financing in 2020</i>								
HongShan Jingrui	New investment	December 12, 2019	166,113	150,000,000	12.50%	February 20, 2020	903.00	[REDACTED]
HongShan Jingrui	Transferred by Ellassay	December 12, 2019	202,658	183,000,000	15.25%	February 20, 2020	903.00	[REDACTED]
Hangzhou Jiebai	Transferred by Ellassay	December 12, 2019	66,424	60,000,000	5.00%	February 27, 2020	903.29	[REDACTED]
Beijing Fengshang . .	Transferred by Ellassay	December 12, 2019	55,354	50,000,000	4.17%	February 24, 2020	903.28	[REDACTED]
Shanghai Aifu . .	Transferred by Ellassay	December 12, 2019	12,510	11,300,000	0.94%	February 28, 2020	903.28	[REDACTED]
Shenzhen Zhicheng . . .	Transferred by Ellassay	December 12, 2019	44,283	40,000,000	3.33%	February 25, 2020	903.28	[REDACTED]
<i>Equity Transfer I in 2021</i>								
Shanghai Hechuo	Transferred by Shanghai Aifu	January 20, 2021	12,510	11,300,000	0.94%	December 1, 2021	903.28	[REDACTED]
<i>Equity Transfers II in 2021</i>								
Yangzhou Chenyi	Transferred by Beijing Fengshang	October 25, 2021	43,458	127,862,622	3.27%	October 25, 2021	2,942.21	[REDACTED]
Ms. Zhang Chunyan . . .	Transferred by Beijing Fengshang	October 25, 2021	6,798	20,000,000	0.51%	October 25, 2021	2,942.04	[REDACTED]
Ms. Zhao Ling	Transferred by Beijing Fengshang	October 25, 2021	5,098	15,000,000	0.39%	October 25, 2021	2,942.33	[REDACTED]
<i>Share Transfers in 2026</i>								
Buy Quickly YIERYI	Transferred by Ellassay	January 28, 2026	27,977,500	135,625,000	7.75%	March 24, 2026	1,313.71 ⁽¹⁾	[REDACTED]
	Transferred by HongShan Jingrui	March 1, 2026	27,526,250	141,062,500	7.63%	March 24, 2026	1,388.78 ⁽¹⁾	[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Use of proceeds . . . We received RMB150,000,000 as capital injection in Series A Financing. As of the Latest Practicable Date, the net proceeds were utilized for our business development and operation.

Strategic Benefits In addition to the funds provided by the Pre-[REDACTED] investors for our operation and business development, we also benefit from the industry and market experiences brought by our Pre-[REDACTED] investors. Their recognition also serves as endorsement of our performance and prospects.

Lock-up period . . . 12 months following the [REDACTED] Date pursuant to the PRC law.

Note:

- (1) This calculation has taken into account the Company’s conversion into a joint stock company, with its total registered capital of RMB1,328,903 divided into 361,000,000 Shares.

2. Information of Pre-[REDACTED] Investors

The background information of our Pre-[REDACTED] investors who remained as our Shareholders as of the Latest Practicable Date is set out below.

Pre-[REDACTED] Investors	Background

HongShan Jingrui	HongShan Jingrui was a limited partnership established in the PRC. Its general partner was HongShan Yashang (Xiamen) Investment Partnership Enterprise (Limited Partnership) (紅杉雅尚(廈門)投資合夥企業(有限合夥)) (“ HongShan Yashang ”), holding approximately 0.29% of the partnership interests. It had two limited partners, namely HongShan Fashion Technology Industry Equity Investment Fund (Xiamen) Partnership (L.P.) (紅杉時尚科技產業股權投資基金(廈門)合夥企業(有限合夥)) (“ HongShan Fashion ”), holding approximately 66.48% partnership interests, and Ningbo HongShan Binsheng Equity Investment Partnership (L.P.) (寧波紅杉彬盛股權投資合夥企業(有限合夥)) (“ HongShan Binsheng ”), holding approximately 33.24% partnership interests.

Each of HongShan Yashang, HongShan Fashion and HongShan Binsheng was ultimately controlled by Mr. Zhou Kui (周達).

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED] Investors	Background
Hangzhou Jiebai	Hangzhou Jiebai was a joint stock company with limited liability established in the PRC. Its shares are listed on the Main Board of the Shanghai Stock Exchange (Stock Code: 600814.SH). Hangzhou Jiebai was principally engaged in retail business. The largest shareholder of Hangzhou Jiebai was Hangzhou Municipal Commerce Tourism Group Co., Ltd. (杭州市商貿旅遊集團有限公司), directly holding 66.40% of the shares of Hangzhou Jiebai. Hangzhou Municipal Commerce Tourism Group Co., Ltd. was controlled by State-owned Assets Supervision and Administrative Commission of Hangzhou Municipal Government (杭州市人民政府國有資產監督管理委員會).
Shenzhen Zhicheng	Shenzhen Zhicheng was a limited partnership established in the PRC. It was principally engaged in equity investment fund management. Its general partner, Shenzhen Zhicheng Haiwei Equity Investment Fund Management Co., Ltd. (深圳市智誠海威股權投資基金管理有限公司), was controlled by Mr. Leng Guobang (冷國邦), an Independent Third Party. It had two limited partners, with Mr. Zheng Haorong (鄭皓嶸), who was an Independent Third Party, being its largest limited partner, holding approximately 90.91% of the partnership interests.
Shanghai Hechuo	Shanghai Hechuo was a limited partnership established in the PRC. It was principally engaged in technology development and consulting. Ruisheng (Shanghai) Brand Management Co., Ltd. (芮盛(上海)品牌管理有限公司) (“Ruisheng Shanghai”), its general partner, held approximately 1.00% of the partnership interests. It had one limited partner, Shanghai Aifu, which held 99.00% of the partnership interests. Each of Ruisheng Shanghai and Shanghai Aifu was controlled by Mr. Xu Peifeng (許培鋒), an Independent Third Party.
Yangzhou Chenyi	Yangzhou Chenyi was a limited partnership established in the PRC. It was principally engaged in equity investment. Chenyi Hongqi (Beijing) Consulting Co., Ltd. (晨壹紅啟(北京)諮詢有限公司) (“Chenyi Hongqi”), its general partner, held approximately 0.77 % of the partnership interests. It had four limited partners, with Beijing Chenyi M&A Fund (Limited Partnership) (北京晨壹併購基金(有限合夥)) (“Beijing Chenyi”), being its largest partner, holding approximately 96.30% of the partnership interest. Chenyi Hongqi and Beijing Chenyi were ultimately controlled by Ms. Liu Xiaodan (劉曉丹), an Independent Third Party.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED] Investors	Background
Ms. Zhao Ling . .	Ms. Zhao Ling was a private investor and an Independent Third Party.
Ms. Zhang Chunyan	Ms. Zhang Chunyan was a private investor and an Independent Third Party.
Buy Quickly YIERYI	Buy Quickly YIERYI was a limited partnership established in the PRC. It was principally engaged in enterprise consulting and management. Its general partner, BQ Zhicheng, was controlled by Mr. Liu. As of the Latest Practicable Date, (i) Mr. Liu, chairman of the Board and an executive Director, directly held approximately 51.57% of the partnership interest in Buy Quickly YIERYI; (ii) Mr. Cheng Cheng-Shun, an executive Director, held approximately 3.61% of the partnership interest; (iii) Mr. Qiu, an executive Director, held approximately 3.61% of the partnership interest; (iv) Mr. Ji Qi, an executive Director, held approximately 4.70% of the partnership interest; and (v) none of the other 15 employees held more than 10% of the partnership interest in Buy Quickly YIERYI.

3. Special Rights

Certain Pre-[REDACTED] Investors were granted certain customary special rights according to our shareholders agreement dated October 22, 2021, including, among others, (i) redemption right, (ii) tag-along right, (iii) liquidation preference right, (iv) right of first refusal, (v) anti-dilution right, (vi) drag-along right, (vii) information and inspection right, (viii) pre-emptive right, (ix) board and shareholder meeting related rights, and (x) weighted voting rights. Certain special rights granted to the Pre-[REDACTED] Investors (including the redemption rights) had been terminated before the date of the first submission of the [REDACTED] application, and all other special rights granted to the Pre-[REDACTED] Investors shall be terminated immediately prior to the [REDACTED].

4. Sole Sponsor’s Confirmation

On the basis that (i) the considerations for the Pre-[REDACTED] Investments were irrevocably settled on a date which is no less than 28 clear days prior to the date of the first submission of the [REDACTED] application, and (ii) certain special rights granted to the Pre-[REDACTED] Investors (including the redemption rights) had been terminated before the date of the first submission of the [REDACTED] application, and all other special rights granted to the Pre-[REDACTED] Investors shall be terminated immediately prior to the [REDACTED], the Sole Sponsor confirms that the Pre-[REDACTED] Investments are in compliance with Chapter 4.2 of the Guide.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

5. PRC Legal Advisor’s Confirmation

As advised by our PRC Legal Advisor, our Company has made all necessary registrations or filings with the relevant local branch of SAMR in respect of the Pre-[REDACTED] Investments in all material respects, and the Pre-[REDACTED] Investments were conducted in compliance with the applicable PRC laws and regulations in all material respects.

CAPITALIZATION

The table below sets forth the shareholding structure and voting right percentage of the Company as of the Latest Practicable Date and immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised):

Name of Shareholders	As of the Latest Practicable Date			Immediately upon completion of the [REDACTED]		
	Number of Shares Held ⁽⁴⁾	Approximate Shareholding Percentage	Voting right percentage	Number of [REDACTED] Shares Held	Number of [REDACTED] Held	Approximately Shareholding Percentage
Mr. Liu ^{(1), (2) & (5)} . . .	53,856,493	14.92%	58.38%	[REDACTED]	[REDACTED]	[REDACTED]%
Buy Quickly YIERI ⁽⁵⁾	55,503,750	15.38%	7.52%	[REDACTED]	[REDACTED]	[REDACTED]%
Buy Quickly Partner ^{(1) & (2)}	37,905,050	10.50%	5.14%	[REDACTED]	[REDACTED]	[REDACTED]%
HongShan Jingrui. . .	72,651,363	20.13%	9.84%	[REDACTED]	[REDACTED]	[REDACTED]%
Ellassay	72,200,113	20.00%	9.78%	[REDACTED]	[REDACTED]	[REDACTED]%
Hangzhou Jiebai . . .	18,044,255	5.00%	2.45%	[REDACTED]	[REDACTED]	[REDACTED]%
Mr. Hu ⁽²⁾	15,162,020	4.20%	2.05%	[REDACTED]	[REDACTED]	[REDACTED]%
Shenzhen Zhicheng . .	12,029,594	3.33%	1.63%	[REDACTED]	[REDACTED]	[REDACTED]%
Yangzhou Chenyi . . .	11,805,480	3.27%	1.61%	[REDACTED]	[REDACTED]	[REDACTED]%
Ms. Zhao Ling ⁽²⁾ . . .	5,112,231	1.42%	0.69%	[REDACTED]	[REDACTED]	[REDACTED]%
Shanghai Hechuo . . .	3,398,374	0.94%	0.46%	[REDACTED]	[REDACTED]	[REDACTED]%
Ms. Zhang Chunyan. .	1,846,695	0.51%	0.25%	[REDACTED]	[REDACTED]	[REDACTED]%
Mr. Qiu ⁽²⁾	1,484,582	0.41%	0.20%	[REDACTED]	[REDACTED]	[REDACTED]%
Investors taking part in the [REDACTED].	—	—	—	[REDACTED]	[REDACTED]	[REDACTED]%
Total.	361,000,000	100.00%	100.00%	[REDACTED]	[REDACTED]	[REDACTED]%

Notes:

(1)-(5) See notes (1)-(5) to the shareholding structure table under “8. Share Transfers in 2026”.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

PUBLIC FLOAT AND FREE FLOAT

Upon completion of the [REDACTED] and the [REDACTED] of the [REDACTED] into the [REDACTED], a total of [REDACTED] will be converted into the [REDACTED] and [REDACTED] on the Stock Exchange. Upon completion of the [REDACTED] and the [REDACTED] of the [REDACTED] into the [REDACTED], the [REDACTED] held by certain of our Shareholders, or directly or indirectly controlled by our core connected persons, will not be counted towards the public float. Details of these Shareholders are set out below:

- (a) Mr. Liu, Buy Quickly YIERYI, Buy Quickly Partner, Mr. Hu and Mr. Qiu are members of our Controlling Shareholders Group and [REDACTED] held by them will not be counted towards the public float;
- (b) HongShan Jingrui is one of our core connected persons and [REDACTED] held by it will not be counted towards the public float;
- (c) Ellassay is one of our core connected persons and [REDACTED] held by it will not be counted towards the public float.

Immediately upon completion of the [REDACTED] and the [REDACTED] of [REDACTED] into [REDACTED], taking into account [REDACTED] to be [REDACTED] pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised), an aggregate of [REDACTED] will count towards the public float of our Company for the purpose of Rule 19A.13A(1) of the Listing Rules, representing approximately [REDACTED]% of the total issued Shares, which is in compliance with the requirement under Rule 19A.13A(1) of the Listing Rules.

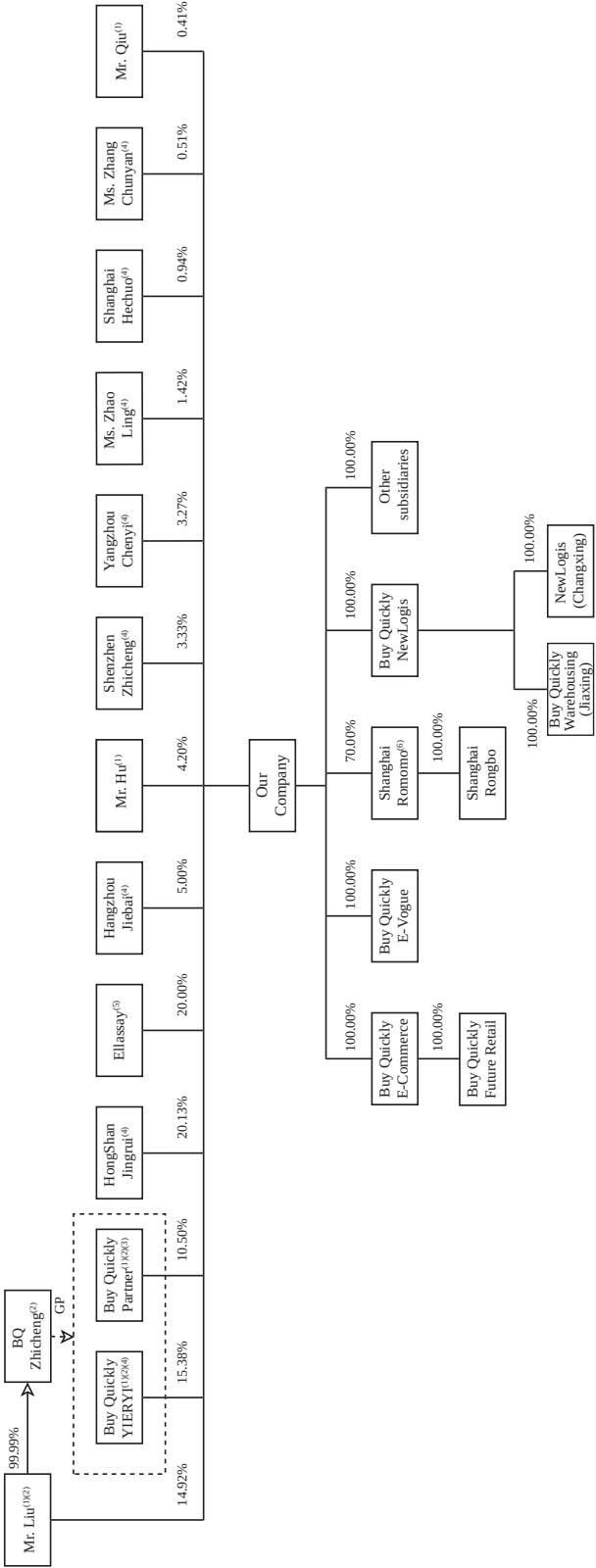
It is expected that immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the [REDACTED] on the Stock Exchange that are not subject to such disposal restrictions represent approximately [REDACTED]% of the total number of Shares in issue and have an expected [REDACTED] at the time of [REDACTED] of (i) HK\$[REDACTED] based on an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the [REDACTED] of the indicative [REDACTED], (ii) HK\$[REDACTED] based on an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the [REDACTED] of the indicative [REDACTED], and (iii) HK\$[REDACTED] based on an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the [REDACTED] of the indicative [REDACTED].

Based on an [REDACTED] of per [REDACTED], being the [REDACTED] of the indicative [REDACTED], our Company is expected to satisfy the free float requirement under Rule 19A.13C(1) of the Listing Rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE STRUCTURE

The following chart sets out the shareholding and corporate structure of our Company immediately before completion of the [REDACTED].

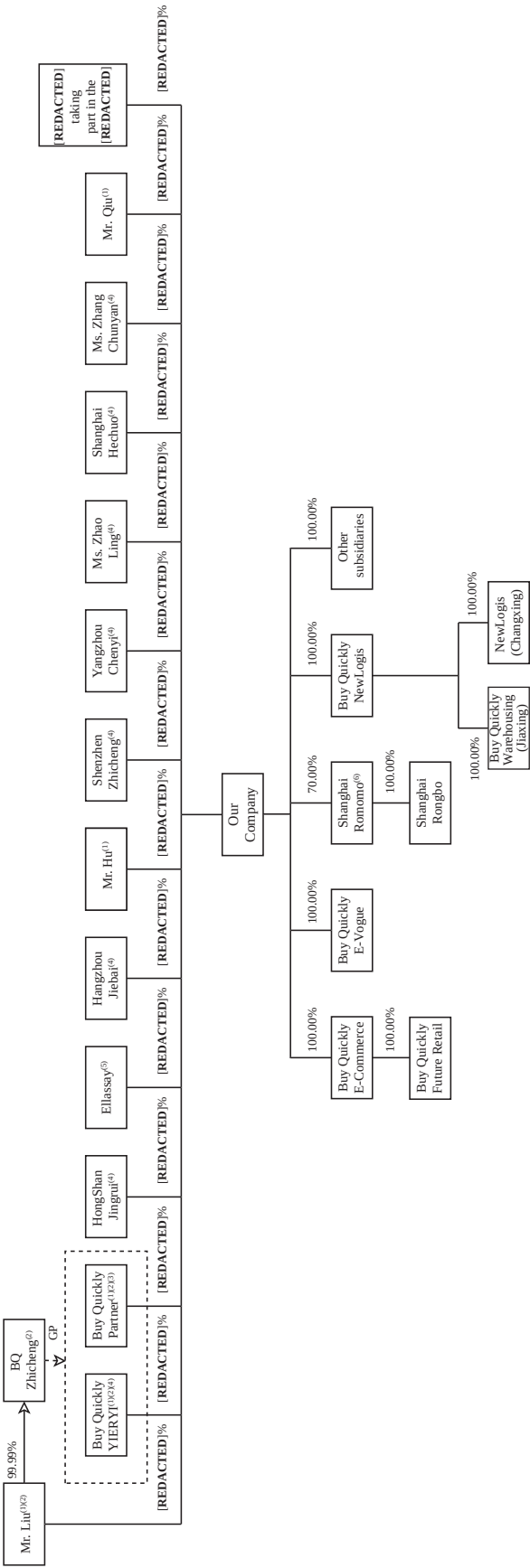


Notes:

- (1) As of the Latest Practicable Date, Mr. Liu, Buy Quickly YIERI, Buy Quickly Partner, Mr. Hu and Mr. Qiu were the Controlling Shareholders of our Company. See “Relationship with our Controlling Shareholders” for details.
- (2) Each of Buy Quickly YIERI and Buy Quickly Partner is a limited partnership controlled by its general partner, namely BQ Zhicheng, which is controlled by Mr. Liu. As of the Latest Practicable Date, BQ Zhicheng was owned as to 99.99% by Mr. Liu.
- (3) See “—Employee Incentive Scheme” in this section for details of Buy Quickly Partner.
- (4) See “—Information of Pre-[REDACTED] Investors” in this section for details of the Pre-[REDACTED] Investors.
- (5) As of the Latest Practicable Date, Ellassay was owned as to 55.31% by Ellassay Investment Management Co., Ltd. (深圳市歌力思投资管理有限公司), which was owned as to 55.00% by Mr. Xia Guoxin (夏國新) and 45.00% by Ms. Hu Yongmei (胡詠梅).
- (6) See “—Our Major Subsidiaries” in this section for details of the remaining equity interest.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

The following chart sets out the shareholding and corporate structure of our Group immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised).



Notes: See note (1) to (6) in the preceding pages.

BUSINESS

OVERVIEW

Who We Are

We are a digital retail operation service provider in China with a focus on mid-to-premium brands. By integrating consumer insights, aesthetic expertise, digitalization technology and systemized operation and utilizing AI-powered tools, we provide brand owners with end-to-end, multi-channel intelligent retail solutions that deliver measurable impact.



Notes:

- (1) In terms of GMV from e-commerce operation services in 2025; according to Frost & Sullivan.
- (2) During the Track Record Period; according to Frost & Sullivan.

Throughout over 15 years of operating history in the market of brand online retail integrated operation service, we have been dedicated to serving sectors centered on “aesthetics”, such as fashion, jewelry, sportswear and outdoor, and beauty. As a result, we established deep competitive moats across these sectors, making us one of the few players to serve leading brand owners across all major platforms, including Tmall, Douyin and JD.com. Leveraging our integrated operation capabilities and services tailored to mid-to-premium brands, we command leading positions in terms of GMV from e-commerce operation services, which reached RMB39.7 billion in 2025, making us the second largest provider of brand online retail integrated operations services in China with a market share of approximately 2.7%, according to Frost & Sullivan. In its sub-market for overseas brands, i.e., brands with global headquarters outside Chinese Mainland, we ranked first with a market share of 8.8%, and we are also the largest DP operations services provider in China, with a market share of 4.6% by the same metric, according to Frost & Sullivan.

Core Business Capabilities

Drawing on years of profound industry expertise and powered by Futail, our self-developed end-to-end, multi-channel digital retail system, we deliver comprehensive, high-standard and efficient operational services to brand owners in pursuit of their business objectives, for which we charge service fees. At the same time, by continuously iterating our systems, accumulating industry insights and utilizing AI-powered tools, we steadily enhance

BUSINESS

our multi-channel retail capabilities, enabling us to better serve brand owners with integrated services and sustainably improve brand value, and further increase our own operation efficiency.

We commenced operations in the early 2010’s with the objective of becoming China’s leading online retail integrated operations services provider for mid-to-premium brands. Guided by this objective, we have achieved sustained growth and established our differentiated advantages through our market positioning, solution portfolio, channel coverage and technological capabilities:

- ***Mid-to-Premium Market Positioning.*** From our inception, we focused on serving high-value sectors such as fashion, where premium overseas brands lead. This positioning accelerated our capability-building, as such brands impose high standards on aesthetic appeal, compliance, responsiveness, creativity and comprehensiveness, requiring our solutions to withstand continuous scrutiny. As a result, we have developed the specialized expertise needed to deliver digital retail solutions tailored to China’s unique online retail environment, laying the foundation for expansion into relevant sectors and enabling us to capture opportunities presented by evolving industry dynamics, including the rising prominence of domestic brands.
- ***Comprehensive Solutions.*** In terms of sector coverage, our early success in fashion propelled our expansion into related sectors, such as sportswear and outdoor and beauty. In terms of service scope, our offerings have broadened to encompass operations, content, marketing, warehousing and logistics, and information technology. As a result, brand owners across sectors can freely select from our extensive suite of solutions to best fit their business needs. To stay ahead of their evolving requirements, we proactively monitor related trends, continuously expand our solutions to cover emerging social media platforms, and adopt new technologies, enabling us to nimbly capture emerging opportunities.
- ***Multi-Channel Coverage.*** We initially focused on shelf-based e-commerce, which primarily includes e-commerce platforms such as Tmall, JD.com and VIP.com, official brand online stores and WeChat mini-programs. As China’s brand online retail market evolved, we strategically expanded into social media channels such as Xiaohongshu and interest-based e-commerce, which primarily includes live streaming and short video platforms, such as Douyin. This approach enables us to build comprehensive online-scenario coverage, whilst reinforcing our leading position in shelf-based e-commerce. During the Track Record Period, GMV attributable to DP, which primarily covers interest-based e-commerce such as Douyin, grew by 135.8% from 2023 to 2025, representing a CAGR of approximately 53.6%, with their share of total GMV increasing from 16.2% to approximately 22.5% from 2023 to 2025, making them our major new growth engine. In the meantime, leveraging our expanding logistics and IT capabilities, we provide online-to-offline services covering offline point-of-sale and clienteling, online-to-offline integrated inventory allocation and omni-channel membership integration.

BUSINESS

- ***Result-Oriented Digital Service Capabilities.*** We independently developed Futail, an end-to-end, multi-channel digital retail system. Incorporating various AI-powered features and enriched with industry and operational data, Futail digitizes core processes across the entire retail value chain and supports both high-efficiency single-channel operations and multi-channel integration. By strengthening the connection between brands and consumers, our digital services enhance the efficiency for brand operation and accelerate the comprehensive digital transformation of retail operations. We continue to advance our capabilities in big data analytics and insights, as well as end-to-end intelligent automation, steadily improving execution quality and optimizing resource allocation in achieving automated store operations.

Benefiting from such advantages, we have been able to enhance service quality consistency and customer retention, which in turn enables us to maintain a sound pricing strategy, reflecting the quality and reliable delivery of our solutions, our robust self-developed technological capabilities and our market positioning. In addition, through long-standing collaboration with brand owners, we have accumulated significant consumer-specific knowledge, deeply integrated our technology infrastructure with that of brand owners, and further raised their switching costs, creating favorable conditions for continued cooperation.

Our Solutions

Building on our core capabilities, we operate three businesses during the Track Record Period: (i) e-commerce operation services, whereby we provide a full suite of services for brand owners to grow their online sales; (ii) branding services, whereby we collaborate with brand owners to formulate and execute online sales and marketing strategies through various campaigns and integrated marketing initiatives; and (iii) sales of goods, whereby we occasionally engage in small-scale sale of goods for brand owners.

Our Market Opportunities

Steady Growth of China’s Brand Online Retail Integrated Operation Service Market

Overseas brands, especially mid-to-premium brands, must adapt to China’s local ecosystem and e-commerce landscapes within their global frameworks. Brands with lean team on the ground are highly reliant on external professional service providers for cross-platform coordination and localized operations. Online retail operations services for overseas brands encompass not only transactional conversion but also long-term brand equity stewardship. The collaborative relationships and high switching costs formed during such engagements make this a sub-segment characterized by high value density, high barriers to entry and strong customer stickiness, all of which favor the accumulation of leading-player advantages.

BUSINESS

Meanwhile, domestic brands in China are placing growing importance on operation refinement, cross-platform coordination, content conversion efficiency and full-chain operational quality as multi-platform operations become increasingly the norm, online retail penetration continues to deepen, and consumer expectations for brand experience rise. This also creates substantial growth opportunities for the integrated operation service market. In 2025, China’s brand online retail integrated operations services market reached RMB1,463.4 billion in terms of GMV, and is expected to expand at a CAGR of 10.8% from 2026 to reach RMB2,494.4 billion in 2030.

AI Technology as a Core Growth Driver for Digital Retail Service

Online retail, by virtue of its data availability throughout the business process and high level of standardization, has emerged as one of the priority deployment scenarios for AI-driven efficiency gains. Leading service providers with core AI capabilities and deep industry expertise can leverage the fusion of AI-powered tools and retail systems to form unique differentiated advantages, gaining precise insights into brands’ market needs, continuously enhancing operational efficiency and quality and ensuring timely fulfillment, thereby enabling them to serve a broader base of brand owners while maintaining and elevating service quality.

OUR STRENGTHS

Profound Expertise in Fashion, Jewelry, Sportswear and Outdoor, and Beauty Sectors with a Strong Mid-to-Premium Market Position, Forming a Stable and High-Quality Brand Portfolio

Since our inception, we have been dedicated to serving mid-to-premium brands, consistently focusing on sectors centered on “aesthetics”, primarily high-value sectors such as fashion, jewelry, sportswear and outdoor, and beauty. Over 15 years of deep commitment to these sectors has enabled us to develop systematic professional capabilities in industry knowledge, consumer insights and sector-specific operations, establishing a formidable competitive moat. This makes us one of the few players to be the top-tier digital retail operation service providers across all major platforms, including Tmall, Douyin and JD.com. As of December 31, 2025, we served 151 brands through our e-commerce operation services, over 95% of which were mid-to-premium brands. Mid-to-premium brands in these sectors maintain high standards on service providers’ operational expertise and their own brand image consistency. Leveraging our self-built, end-to-end, cross-platform business infrastructure and supporting systems, we have become a preferred solution provider for such brands, maintaining long-term, stable and mutually trusted relationships.

In addition, our unwavering focus on these sectors has enabled us to accumulate industry insights, operational experience and professional talent. We are deeply involved in the full-lifecycle online operations of many internationally renowned brands, having proven our capability to help brands navigate industry cycles and achieve sustainable long-term growth in both profitability and business scale. In particular, we have developed a mature and replicable operational system that enables us to provide brand owners with professional solutions across critical strategic dimensions, including channel configuration, pricing management, merchandise planning and visual presentation, thereby helping brands efficiently leverage successful operational experience and achieve refined, scalable

BUSINESS

development. As a result, our customer base during the Track Record Period covers 70% of the world’s top 20 premium fashion groups. As of the Latest Practicable Date, our top 20 customers in terms of revenue in each year of the Track Record Period had an average cooperation tenure with us exceeding five years.

Through continuous refinement of our operational methodology for mid-to-premium brands, combined with cross-sector consumer insights, we have been successful in expanding into and quickly increasing sales in new brands and sectors: (i) in cycling, we helped premium cycling brands in their e-commerce operation, propelling the growth of their online sales; (ii) in gold and jewelry, we helped a premium gold accessory brand drive market penetration for its premium product lines, solidified its leading position in the Douyin gold accessory sector and delivered year-over-year GMV growth of 58.7% in 2025; and (iii) as we helped a premium overseas designer brand enter into the China market, we provided one-stop services forming a multi-touchpoint, deeply-coupled collaborative ecosystem. Through data-driven operations, we stimulated this brand’s existing consumer base and increased repurchase rates, enabling the brand to achieve sustained double-digit GMV growth.

During the Track Record Period and up to the Latest Practicable Date, we won various top recognitions across platforms, including Tmall Six-Star Service Provider, Douyin E-Commerce Diamond Service Provider, JD Jingzhuoyue Partner and VIP.com Super-V Outstanding Partner, reflecting our comprehensive competitiveness and industry-leading position.

Proprietary Digitalized Retail Solution Systems Facilitating Brand Decision-Making and Growth

We independently developed Futail, an end-to-end, multi-channel digital retail system covering Tmall, Douyin, JD.com, VIP.com and other major e-commerce platforms. Across the full value chain, Futail enables digital and intelligent management of merchandise, design, operations, live-streaming, membership and audience segmentation, customer service, warehousing and logistics. Additionally, Futail supports cross-channel shared inventory with flexible allocation and a unified omni-channel membership system, providing brand owners with precise, high-efficiency data analytics and insights to comprehensively enhance operational efficiency and support high-quality brand growth.

We place great emphasis on research and development for AI-powered tools and scenario-based deployment. We have comprehensively embedded AI-powered features throughout Futail that improve both operational efficiency and quality. Through these efforts, our Futail system now features functionalities that help streamline our internal working processes and thereby improve our external customer service, including (i) automated product-attribute and compliance-semantics recognition, (ii) cross-scenario marketing visual-asset creation, (iii) AI-assisted customer-service scripts, (iv) intelligent decision-making assistance powered by industry and operational data, and (v) AI-powered livestream audio-visual compliance monitoring.

Our continuous innovation and commercial applications of AI in fashion and retail earned us multiple industry awards and qualifications. Our achievements were selected as representative demonstration applications for large models at the World Artificial Intelligence

BUSINESS

Conference and included in the Shanghai Municipal Large Model-Enabled Industrial Internet Service Platform and Shanghai “AI + Fashion” Application Scenario programs, demonstrating our technological strength, innovation capability and industry-leading position in the application of AI.

As of December 31, 2025, we had an R&D and technology team of 256 employees. As of the Latest Practicable Date, we held 23 registered patents and 21 pending patent applications and 316 registered software copyrights. Our digitalization achievements have received broad recognition, as evidenced by our title of a Shanghai “Little Giant” Technology Enterprise.

Industry-Leading Aesthetic Capabilities Forged Through Long-Standing Service to Premium Brands, Delivering Precise Brand Identity Consistency

Our deep experience in serving overseas premium brands endowed us with a keen understanding of the high standards that premium brands impose on aesthetic expression and brand identity communication, which in turn brought about a scalable premium brand service methodology and aesthetic standards framework. This aesthetic capability underpins the entire brand operations value chain, from visual merchandising planning and creative content, through livestreaming-scene design and channel adaptation, to consumer-experience optimization, delivering a unified aesthetic ethos across every touchpoint for optimal brand value and market appeal. As a testament to our capabilities, our visual work designed for a leading overseas luxury brand has been adopted for display on the brand’s global website, reaching worldwide consumer base.

Leveraging the UI/UX design experience and premium-brand multi-channel service capabilities of our Design Hub, we provided strategic-level visual and experience upgrade services for a leading global luxury brand’s official mini-program. With the brand’s global aesthetic framework as the guiding principle, we optimized the end-to-end consumer journey, restructuring interaction logic and streamlining page navigation to improve browsing efficiency and conversion efficiency, while establishing standardized online visual-design guidelines and building a modular component library adaptable to diverse operational scenarios.

In visual design solutions, we have assembled dedicated content creation teams calibrated to the needs of premium brands. While maintaining a high degree of brand image consistency and efficient multi-channel adaptation, we provide brands with solutions covering the full process, from visual consulting and visual-system development to cross-platform creative content, encompassing planning and execution. We were also recognized as Shanghai Design Innovation Center. As of the Latest Practicable Date, we had completed online visual system development for over 100 brands in aggregate, supporting their visual-marketing strategy upgrades, making us a core pillar of premium brands’ online visual identity in China.

At the same time, we are leveraging AIGC technology to reshape our creative production, building a systematic AI-powered creative-design capability that delivers meaningful improvements in creative production efficiency. Through intelligent content generation, workflow acceleration and innovative exploration, we continuously expand the boundaries and possibilities of visual creativity, providing brands with forward-looking yet implementable digital visual solutions.

BUSINESS

Self-Built, High-Standard Operation System with Scalable Efficiency to Support Sustained Brand Growth

In addition to our proprietary Futail system and aesthetic capabilities, we have built a high-standard, integrated system for digital retail operations spanning live-streaming operations, intelligent customer service and premium warehousing services. Each component works in concert to create economies of scale, achieving continuous improvement in our own operational efficiency while precisely matching the stringent requirements that mid-to-premium brands place on service quality and fulfillment experience. This provides end-to-end, high-efficiency empowerment throughout the brand lifecycle, supports brands in achieving sustainable growth, and establishes operational barriers that are difficult to surmount.

We have built a multi-dimensional live-streaming framework encompassing both event-driven and daily store livestreams, with a focus on integrating brand-building with performance. For example, (i) for a premium German fashion brand, we produced a celebrity-studded runway livestream that became the largest-scale project under Douyin’s “Front Row Fashion Show” initiative in 2025, driving a breakthrough in brand exposure; and (ii) for a premium sportswear brand, we supported its event and daily store livestreams and leveraged platform resources to spotlight core products, delivering year-over-year GMV growth of 36.3% from store livestreaming in 2025. Such a framework is primarily supported by our own talents. We have established a complete streamer development program. As of December 31, 2025, we had 208 in-house streamers, 140 of whom held bachelor’s degrees and above in relevant fields such broadcasting, providing mid-to-premium brands with professional, stable live-streaming services.

Anchored by the concept of an “Online Sales Assistant (Brand Advisor),” we utilize AI-powered tools to empower the entire customer-service chain. Through years of service, we have accumulated a vast repository of core consumer queries, from which we have built a comprehensive industry knowledge base. With the help of AI, we automatically generate scripts tailored to premium customer-service scenarios that balance professionalism with a personal touch, ensuring service efficiency while preserving brand identity. Facilitated by this system, our customer-service team achieved significant per-capita efficiency improvements, with average daily consumer query processed per customer service staff increasing from approximately 150 in 2023 to approximately 190 in 2025. At the same time, we uphold high service standards across brands, as evidenced by our three-time consecutive receipt of the Tmall “Service Experience Capability Certification” and being honored with the “Annual Tmall Service Excellence Award” in 2025, reflecting industry recognition. We employ a “sales commission” incentive model that motivates customer-service advisors to proactively uncover customer needs and deliver precise product recommendations. During the Track Record Period, we achieved a first response time of within 25 seconds, helping to elevate consumer satisfaction and repurchase rate.

BUSINESS

We have also developed specialized, customizable warehousing capabilities purpose-built for the high requirements of mid-to-premium brands. For example, we extended our order cut-off time to 23:00 with same-day dispatch, reducing average payment-to-courier-pickup lead time by approximately five hours, with certain premium brands achieving next-day delivery rates of up to 75% nationwide, supporting higher customer satisfaction and conversion. We also maintain full-chain import goods service capabilities, enabling rapid response to overseas brands’ global supply-chain deployment needs and significantly shortening the listing lead time for imported merchandise. We have also passed multiple safety management system certifications from SGS, a globally leading certification body, including ISO 9001, ISO 14001 and ISO 28000. Through rigorous quality inspections and multiple anti-counterfeiting measures, we ensure product authenticity and safety. Our warehousing loss rate is below 0.01%, with dispatch accuracy exceeding 99.99%. We also offer value-added services such as custom gift boxes, engraving, elevating consumer experience.

Experienced and Visionary Management Team Supported by Professional Talent

An outstanding team is the core driving force behind our sustained development. We have built a multidisciplinary team that combines international perspective, brand-oriented thinking, AI savviness and deep domestic market insight. It is this team that has enabled us to stand out in a highly competitive market and achieve consistent, stable growth.

Our Chairman and CEO, Mr. Liu has more than 20 years of hands-on experience in the premium brand e-commerce service industry. Having witnessed and actively participated in the inception and maturity of China’s e-commerce industry, he has developed a keen insight for industry trends and innovative business-model judgment.

Under Mr. Liu’s leadership, we have assembled a core management team that combines deep industry experience with innovative thinking, with members who have spent years in e-commerce, fashion and technology. Our Co-CEO Mr. Cheng Cheng-Shun previously held key positions at leading brands, possessing a thorough understanding of the core logic underlying brand-value communication and consumer-demand development, and has been instrumental in driving business innovation and execution excellence. Our COO Mr. Liu Jiangning has been deeply involved in our full business lifecycle, spearheading the establishment of our professional live-streaming operations across multiple platforms including Douyin, playing a pivotal role in our continued business development. Our CTO Mr. Liu Guoliang, drawing on deep expertise in enterprise software development and technology management, has led the buildout of our core technology R&D framework.

As we continue our steady development, we have also established a comprehensive employee incentive framework. We institute multi-tier promotion ladders and conduct regular capability assessments and career-development counseling to help employees define clear career paths. We maintain a differentiated compensation structure that supplements base salary with performance bonuses. To strengthen employee ownership and engagement, we have established an employee incentive scheme that rewards high-performing core employees.

BUSINESS

OUR STRATEGIES

Accelerating Comprehensive AI Deployment to Deliver Outstanding Business Results for Customers Efficiently Through Our End-to-End AI-Powered Services

Leveraging the industry insights and the technology infrastructure that we have been developing throughout our operation, we are executing our “End-to-End AI Digital Retail Service Provider” objective and expanding the application of AI across the entire digital retail operation service value chain, broadening multi-scenario functionality and pushing the boundaries of our applications. In the long run, we aim to build intelligent operating entities, commonly known as AI Agents, to deliver our AI-powered services that are aimed to achieve outstanding business results for our customers, with autonomous perception, decision-making and execution capabilities, progressing toward “unmanned store” operations, i.e., automated digital store management services, to accelerate coverage of brand owners and channels.

To that end, we plan to continue increasing R&D investment and strengthening our pipeline of technology talents in areas such as AI algorithms, large-model applications and AI Agent development to build a professional AI R&D team that drives continuous iteration of our AI capabilities. Technology-driven enhancements in operational efficiency and service quality will consolidate our industry-leading technology position. Where appropriate, we will pursue acquisitions of and strategic partnerships with high-quality technology targets in areas such as core AI Agent technologies, sector-specific solutions and multi-modal interaction, further expanding our growth potential.

Expanding Customer Coverage, Pursuing New Sectors and Exploring New Partnership Structures

We plan to (i) strengthen our outreach to major brands, with a focus on expanding our market share among fashion, jewelry, sportswear and outdoor brands to increase customer coverage in our core sectors; (ii) continue broadening and deepening our presence in the beauty sector, with a particular emphasis on high-end beauty, skincare and personal care brands to enrich our beauty-sector customer matrix; and (iii) extend into emerging sectors with future growth potential, such as home and lifestyle and health, leveraging our existing end-to-end operational capabilities and AI technology advantages to achieve rapid breakthroughs and build new growth curves.

In addition, we intend to explore new partnership structures with both domestic and overseas brands, including exclusive arrangements for the China market, to expand our business. We also plan to pursue multi-channel integration and expand coverage of new and emerging online channels. We will continue to deepen our online-to-offline service capabilities and achieve synergistic online-offline operations to deliver full-scenario retail solutions for brands.

BUSINESS

Maintaining Rapid Growth in Interest-Based E-Commerce

We aim to further strengthen our interest-based e-commerce business, with a focus on deepening our presence on core interest-based platforms. We plan to optimize our live-streaming infrastructure and content production capabilities, expand our professional streamer team, enhance streamer expertise and brand equity stewardship, and develop additional benchmark live-streaming campaigns to drive consumer interest.

We also plan to enhance our content creativity and aesthetic capabilities. We plan to integrate AI-powered tools to elevate both the efficiency and quality of content production, creating short-form videos, graphic content and other materials that marry brand identity with viral appeal to improve content conversion rates and brand influence.

Building a Multi-Tier Talent Development System to Sustain Competitive Advantage of Our Management Team and Core Personnel

We plan to continue enhancing our “external recruitment plus internal development” talent cultivation system, strengthen multi-tier talent-pipeline enrichment and focus on developing multidisciplinary professionals who combine brand-oriented thinking, professional operational capability and AI savviness. In sustaining market competitiveness of our management team and core talent, we will regularly organize industry exchanges and training sessions to help our core team stay abreast of industry trends and technological developments.

To enhance employee incentive mechanisms, we plan to refine and expand our equity incentive plan to broaden incentive coverage, attracting and retaining key talent. Furthermore, in strengthening AI capabilities across operational teams, we plan to upgrade the AI application capabilities of our operations teams, achieving deep integration of operational methodologies with AI technology to ensure effective strategy execution and support our long-term development.

Building Overseas Market Service Capabilities to Support Brands’ Global Expansion

We plan to build service capabilities for overseas market, prioritizing Southeast Asia, Europe and the United States. We will establish overseas operations teams and service frameworks and increase familiarity with overseas e-commerce platform rules and market environments. In the meantime, we intend to support domestic and overseas mid-to-premium brands in expanding overseas by providing end-to-end services covering overseas e-commerce operations, logistics fulfillment and compliance management, which helps globalizing our business presence, broadening our revenue base and enhancing our global market competitiveness and brand influence.

BUSINESS

OUR SOLUTIONS

During the Track Record Period, our solutions were provided under three businesses, namely e-commerce operation services, branding services, and sale of goods. The following matrix sets out the main differences between the businesses:

Category	E-Commerce Operation Services	Branding Services	Sale of Goods	
			Retail Sales	Channel Distribution
<i>Our Customers</i> . . .		Brand owners	Consumers	Various e-commerce platforms as distribution channels
<i>Whether We Purchase Goods</i> . . .		No		Yes
<i>Ownership of Online Stores</i> . . .	Brand owners	Not applicable	Ourselves	E-commerce platforms
<i>Product Pricing</i> . . .	Brand owners	Not applicable	Brand owners provide suggested retail price	
			We determine actual pricing of products	We and e-commerce platforms determine actual pricing of products
<i>Revenue Model</i> . . .	Service fees including performance- based and other fees	Service fees from marketing projects and related fees	Revenue from product sales to consumers	Revenue from product sales to consumers through e-commerce platforms
<i>Primary Costs</i> . . .	Payroll, logistics and rental expenses	Payroll, services (primarily media resources and project expenses)	Cost of goods purchased	

BUSINESS

The following table sets forth a breakdown of our revenue by business and percentage of our revenue for the years indicated:

	Year ended December 31,					
	2023		2024		2025	
<i>(in RMB thousands, except for percentages)</i>						
E-Commerce						
Operation Services	1,152,005	87.4%	1,246,128	87.8%	1,387,061	87.4%
TP Business	939,431	71.3%	921,648	64.9%	1,038,855	65.5%
DP Business	212,574	16.1%	324,480	22.9%	348,206	21.9%
Branding Services	105,040	8.0%	106,433	7.5%	123,857	7.8%
Sale of Goods	61,213	4.6%	66,513	4.7%	75,658	4.8%
Total	1,318,258	100.0%	1,419,074	100.0%	1,586,576	100.0%

For detailed analysis on the financial performance of our businesses between years, see “Financial Information—Year-on-Year Comparison of Results of Operations.”

E-Commerce Operation Services

Through our e-commerce operation services, we utilize our expertise in operating online stores to enable brand owners, being the owners of online store, to take advantage of the evolving dynamics of online retail. Leveraging our years of experience, we have independently developed Futail. This comprehensive, high-standard and efficient system enhances our capability of providing brand owners with a suite of e-commerce operation services, from which brand owners can select applicable modules to achieve their business objectives, for which we charge service fees. In 2023, 2024 and 2025, 98.6%, 96.8% and 95.0% of our revenue from e-commerce operation services was derived from overseas brands, testifying to our capability of meeting diverse and stringent demands related thereto.

Service Fulfillment Process

Key stages of e-commerce operation services typically include the following:

- **Project Assessment.** We conduct an initial assessment of brand owners, our potential customers, by analyzing industry trends, competitive dynamics, brand equity, product competitiveness, target consumer characteristics and multi-channel growth potential. Based on these findings and projected cost requirements, we determine whether the brand is suitable for cooperation.
- **Business Development.** We engage with brand owners through commercial negotiations. Depending on the brand’s needs, we present tailored business proposals, typically covering our capability and track record, industry analysis, business opportunity insights, development strategies and proposed operational solutions. Once cooperation intent is reached, both parties negotiate commercial terms and execute the service agreement.

BUSINESS

- **Preparation.** Following contract execution, we assemble a dedicated project team, comprising a project leader, online store manager, operation supervisors and specialists, content operation staff, merchandise operation personnel, creative designers, data analysts, CRM specialists and customer service advisors. With the brand’s authorization, we operate existing brand stores on major e-commerce platforms or assist in establishing and operating new online stores. We also prepare supporting logistic and IT infrastructure.
- **Operation Planning.** Prior to commencement of formal operations, we jointly formulate detailed sales plans with the brand owner and break them down into actionable operational tasks. Upon plan confirmation, we begin execution and conduct regular reviews to optimize strategies.
- **Settlement.** In accordance with contractual terms, we conduct periodic settlement with brand owners. We prepare settlement statements based on sales details from platform accounts, and upon mutual confirmation, we issue invoices and receive payment from the brand owner.
- **Renewal.** Prior to expiration of the cooperation agreement, we discuss renewal arrangements with the brand owner. Renewal decisions typically take into account overall cooperation performance, service quality and the brand’s strategic development priorities.

Channel Coverage

Our e-commerce operation services cover all major e-commerce channels. We established two business units: (i) TP, which primarily covers shelf-based e-commerce platforms such as Tmall, JD.com and VIP.com, official brand website stores and WeChat mini-programs, and social media channels, such as Xiaohongshu, and (ii) DP, which primarily covers interest-based e-commerce through live streaming and short video platforms, such as Douyin.

This categorization reflects the different challenges that we can help brand owners address on different channels. Target consumers in TP channels typically proactively search for interested items by themselves, which requires smooth store operation, analysis and service; whereas those in DP channels typically derive interest in items from the contents pushed to them based on platform algorithm, necessitating interest generation and engagement. Therefore, our TP business primarily assists brand owners in establishing online store infrastructure, acquiring and converting consumer traffic to sales, performing data analyses and providing consumer services. Our DP business, on the other hand, gravitates more heavily towards creating, maintaining and capitalizing on such interest, including content creation for live streaming sessions and short videos, influencer engagement and resource allocation. Such a dichotomy is in line with industry conventions. See “Industry Overview.”

BUSINESS

Through TP and DP businesses, we deliver integrated e-commerce operation services to brand owners. Enabled by our aesthetic and technological infrastructure, we can seamlessly integrate the brand owners’ operations across various online stores with unified aesthetic presentation and product details, strategize cross-channel marketing and synchronized inventory management, which provide the brand owners with a single, unified view of their business across different channels.

TP Business

The TP business forms the bedrock of our e-commerce operation services. Having proven our capabilities by maintaining long-term cooperation with leading fashion brands, our TP business also assists many brands operate in other sectors, solidifying our presence on leading e-commerce platforms.

Our TP business operates through a streamlined structure that combines commercial delivery with shared functional support. Business teams are organized into clusters that manage portfolios of brand owners, while a centralized set of cross-functional units, such as merchandising, design and customer service, provides specialist capabilities across clusters. This structure allows resources to be efficiently coordinated, which ensures consistent service standards across different brands.

The TP business primarily delivers service through the following channels:

- ***Online Stores on E-Commerce Platforms:*** We establish and manage brand stores for brand owners across major e-commerce platforms in China. We serve as the operational bridge between brand owners and platforms, handling store setup, page design, product listing, strategic advertising and promotional campaign execution, all underpinned by consumer insights. Through our platform expertise and close working relationships with these platforms, we ensure operational compliance with platform rules while optimizing store performance, helping brand owners acquire and convert consumer traffic into sales.
- ***Brand Website Stores and Mini-programs:*** We also work with brand owners in setting up and operating their brand stores on their official websites and mini-programs associated with their WeChat official accounts, namely “private domain operation”. Such stores may deliver a more immersive experience that reflects the brands’ images and may require more tailored service related to interface customization, product presentation, etc. We utilize our in-house design team in crafting such brand website stores and mini-programs that deliver an impactful online presence for brand owners.

DP Business

In our DP business, we cover the entire value chain of live-streaming service through our self-operated live-streaming center and content creation teams. Their efforts are instrumental in our long-term cooperation with many established brands across fashion, jewelry, sportswear and outdoor and beauty sectors.

BUSINESS

To maximize value creation for brand owners, we have adopted a suite of measures to ensure the capability and reliability of our livestreaming services. For example, our proprietary management systems, such as Buy Quickly Queen (魁星), provide data-driven indicators to assess streamer performance, monitor livestreaming effectiveness and optimize resource allocation. Through a centralized monitoring center, we conduct real-time supervision of livestream audio, lighting and visual quality, enabling rapid issue identification and response while supporting post-event data review. These measures collectively enhance operational precision, support streamer development and reinforce the overall professionalism and consistency of our livestreaming services.

Service Portfolio

During the Track Record Period, we primarily provided e-commerce operation services to brand owners pursuant to an integrated model, where they took advantage of all services we offer. Meanwhile, we also offered a combination of any of the following primary services to other brand owners to cater to their specific business needs.

Online Store Operation

We provide comprehensive online store operation services designed to optimize brand performance across major e-commerce platforms and official websites.

We establish and manage brand stores across major online platforms, including Tmall, Douyin, and JD.com. Acting as a crucial intermediary, we facilitate communication and coordination between brand owners and platforms, ensuring compliance with rules while executing marketing, promotional activities, and visual creativity projects. This includes store setup, page design, product listing, and strategic advertising across platforms, all underpinned by consumer insight and data monitoring.

Complementing this, our merchandise planning and execution service leverages data-driven analysis to inform brand owners about merchandise trends, pricing strategies, SKU planning, and inventory management. Through our robust technology infrastructure, we assist with visual design, product listing, and promotional execution, providing market and consumer insights to guide sales campaigns.

Our consumer and traffic management further focuses on analyzing behavior patterns to develop precise audience targeting and traffic acquisition strategies. Drawing on extensive industry knowledge and IT tools, we deliver customized solutions for long-term growth. For certain brands, we offer differentiating consumer services augmented by AI for FAQs and 1-on-1 live streamed service upon appointment, ensuring prompt and personalized engagement increasing traffic conversion.

Beyond these, our customer advisory services offer strategic guidance from an experienced in-house team. Combining platform expertise with big data analytics and AI, we help brands understand evolving consumer needs, formulate effective strategies, and enhance marketing precision. Our services include e-commerce strategic consulting for growth planning, market entry, and brand reputation, alongside advertising planning and real-time campaign monitoring.

BUSINESS

Finally, through membership management, we provide support for membership systems in various channels. This includes designing and executing tier-based loyalty plans, and membership campaigns to boost consumer loyalty and maximize lifetime value for brand owners.

Live-streaming Operations

We formulate and implement live-streaming strategies based on brand, product and consumer insights. With our self-operated live-streaming center, content production team and in-house streamers, we provide one-stop live-streaming operations for brand owners to enhance brand exposure and sales conversion. Our livestreaming service encompasses all mainstream customer needs, such as routine livestreams for online brand stores, creative and multi-channel livestream campaign planning and execution, and precise consumer targeting.

We have established the aesthetic infrastructure that enhances our live-streaming operations, including engaging with in-house streamers. See “—Aesthetic Infrastructure.” At the same time, we match our streamers’ talent with specialized technologies to improve service efficiency and reliability. We digitize streamer capabilities through systems that evaluate on-camera performance, voice quality and audience engagement, allowing us to match streamer strengths with the appropriate content formats. Our livestreaming technology infrastructure incorporates real-time audio detection, multi-mode speech recognition and automated identification of sensitive vocabulary, helping ensure content compliance and maintaining a stable, high-quality livestream environment.

Warehousing and Logistics Management

Our warehousing and logistics services has national reach. Such end-to-end services span customs clearance, quality inspection, order fulfillment and reverse logistics, and branch out to value-add services. Our inventory management system also tracks sales and inventory in real time, enabling customized warehouse management and efficient logistics fulfillment. As a result, brand owners leveraging our service can take advantage of the following features of our service:

- ***High-standard warehousing infrastructure.*** We operate large-scale, customizable warehouses equipped with intelligent automation systems, including automated storage and retrieval, temperature- and humidity-monitoring technologies and RFID-based inventory tracking. As of December 31, 2025, we had three logistics centers with a GFA exceeding 220,000 sq.m. All logistics centers meet high-standard fire-safety specifications, and our central warehouse possesses various certifications, including ISO 28000:2007 supply chain security management, ISO 14001 for environmental management systems, ISO 9001 for quality management systems and the TAPA FSR 2020 facility security standard, ensuring stable, compliant and reliable warehousing conditions.

BUSINESS

- ***Efficient and timely fulfillment.*** Our logistics operations support year-round, 24/7 fulfillment, enabling same-day dispatch for orders paid before a cut-off time of 23:00 and enhanced capacity during peak promotional periods. Coordinated multi-warehouse deployment enables high order-processing efficiency across channels.
- ***Comprehensive value-added services.*** Beyond core warehousing and logistics, we provide a range of value-added services, including luxury-goods care, leather and apparel maintenance, eyewear polishing and repair, anti-counterfeit measures, quality inspection and personalized gift-handling services, contributing to a premium consumer logistics experience. We also support brand offline activities by offering dedicated product display and order-handling spaces such as showrooms.
- ***Sustainable operations.*** We incorporate green energy solutions and environmentally friendly warehouse designs, with facilities meeting recognized building and green-warehouse certification standards such as LEED, supported by integrated energy-saving systems. We also met the ISO 14001 standard for environmental management systems, testifying to our achievements in improving environmental performance, reducing waste, and ensuring regulatory compliance.

This service has measurably improved fulfillment efficiency and consumer experience. For multiple brand owners, we shortened average delivery lead time and achieving next-day delivery rates of up to 75% for certain premium brands, supporting higher consumer satisfaction and conversion. Even facing peak periods, complex fulfillment requirements involving customized bundles and multi-warehouse shipment combinations, our service has proven capable of covering various online platforms, with unified inventory tracking that reduces logistics costs and supports stable operations, ultimately allowing brand owners to reliably improve consumer shopping experience.

Contract Terms

The scope of e-commerce operation services provided to brand owners varies depending on the brand owners’ business needs. Under integrated service arrangements, we provide e-commerce operation services as set out in the contract. Under stand-alone service arrangements, we provide only the specific services pursuant to the scope agreed with the brand owner. During the Track Record Period, for e-commerce operation services, we primarily provided integrated service to brand owners.

BUSINESS

Salient terms of typical e-commerce operation service agreements are as follows:

- **Duration.** One to three years, renewable by customer’s written notice before expiration, or we may have priority on contract renewal under equivalent terms and conditions.
- **Fee Structure.** Brand owners settle their accounts with e-commerce platforms directly, and we charge a service fee from the brand owners. The monthly service fee is calculated as (i) a specified percentage of total net sales generated on e-commerce platforms for the period and/or (ii) various other fees, such as a fixed monthly amount agreed with the customer (if applicable) and other variable fees. “Total net sales generated on e-commerce platforms” means GMV minus refunds arising from after-sales services, and without deducting platform commissions or platform service fees. Such fees are not allowed to be adjusted in the duration of the agreement.
- **KPI.** Service quality and performance, such as merchandise and marketing campaign management accuracy rates, and consumer service satisfaction and conversion rates.
- **Billing & Reconciliation.** We issue monthly statements and periodically reconcile service fees with the customer in accordance with the agreed reconciliation timetable and procedures.
- **Payment.** Payment is made in accordance with the agreement’s pricing and reconciliation terms after the relevant month’s services have been rendered and reconciled with the customer.
- **Minimum sales amount.** None.
- **Termination.** Upon expiration, unilateral termination with compensation, or impossibility of performance.

During the Track Record Period and up to the Latest Practicable Date, there was no material breach of such agreements.

BUSINESS

Case Study: Brand Owner A — Fashion*

Context. Brand Owner A endeavors to improve its operation on the Douyin platform by increasing store traffic, improving conversion efficiency and expanding active user base. Therefore, it is seeking to establish a new growth framework centered on livestreaming and integrated with short videos and other content.

Objectives. (i) Build a scalable and replicable Douyin content and livestreaming operations framework; (ii) improving both Douyin sales performance and brand image; and (iii) attract new users and stimulate existing user base.

Approach. We assembled a dedicated cross-functional team, established a brand-aligned livestream studio and professional production facilities, and tested various content to increase store traffic and develop a stable growth model.

Execution.

- **Phase 1: Foundation.** We built a dedicated livestreaming team and created a livestream studio and streamer team aligned with the brand’s identity. Through styling coordination, on-camera presentation training and streamer capability development, we improved organic traffic acquisition and conversion.
- **Phase 2: Scale & Quality Upgrade.** We introduced immersive lifestyle-scene livestreaming, upgraded to cinema-grade production quality, and produced product-oriented short videos to increase consumer targeting precision and effectiveness.
- **Phase 3: Ecosystem Development.** We developed cinema-grade, IP-driven livestream formats in collaboration with international brands and popular domestic IP co-branding initiatives, continuously expanding brand influence. We built a content ecosystem, pioneering Douyin content innovations such as “Front Row Fashion Show” livestreams and branded short-drama livestreaming. We also combined international celebrity collaborations with offline new-product launches, achieving audience acquisition and conversion.
- **Phase 4: Sustained Growth.** Through continuous content and scenario innovation, we substantially increased Brand Owner A’s Douyin followers, optimized user base structure, and improved user watch time and conversion efficiency.

Outcomes. We transformed Brand Owner A’s Douyin operation from basic livestream-driven sales to one that integrates brand-value building with sales conversion. The project was selected as a Douyin annual outstanding marketing case.

**Note:* Such service delivery is common among our top e-commerce operation services customers.

BUSINESS

Branding Services

In providing branding services, we collaborate with brand owners to plan and execute online sales and marketing strategies. Customers consult us to obtain sales campaign plans and determine resource requirements, and we provide a suite of services from strategy formulation, creative development and media planning to on-the-ground execution, such as photography and videography. We also support integrated marketing initiatives, such as offline event live-streaming, to strengthen multi-channel consumer engagement, enhance brand awareness and drive sales conversion.

We procure media resources from e-commerce platforms and social media platforms for advertising, as well as purchase marketing resources and services from media companies and MCN operators. As such, we factor in the prices of such procurement when determining our pricing to customers.

Key stages of branding services include the following:

- ***Project Assessment.*** We begin by evaluating the feasibility of proposed marketing projects through an assessment of the brand’s industry landscape, competitive positioning and strength, product competitiveness, target consumer characteristics and multi-channel development potential. Based on these analyses and projected cost requirements, we identify potential growth opportunities and determine whether to proceed with the marketing project.
- ***Business Development.*** We engage with brand owners through tender processes or commercial negotiations. Depending on the brand’s needs, we present tailored business proposals, which typically include our capability and track records, industry analysis, marketing strategy recommendations and corresponding execution proposals. Once cooperation intent is reached, both parties negotiate commercial terms and enter into the service agreement.
- ***Preparation.*** Following execution of the agreement, we assemble a dedicated project team, which generally includes a project leader, creative personnel, and operation and execution staff responsible for implementing the marketing plan.
- ***Execution.*** Based on the customers’ requirements, we develop detailed marketing strategies and refine them through discussions with the customer. Upon reaching alignment on the marketing plan, we execute such plan in accordance with the project scope.
- ***Settlement.*** In accordance with the agreed quotation or contractual terms, we settle fees with the brand owner after confirming the delivery and effectiveness of the services rendered, though we may require prepayment for certain services such as user traffic procurement.

BUSINESS

In addition, we continue to strengthen the technological and creative foundations that support our branding services. In response to the continuous evolution of brand visual presentation and changing consumer aesthetics, we have been continuously enhancing our visual creative and production standards. See “—Aesthetic Infrastructure—Design Hub.”

Contract Terms

We primarily enter into one-off, project-based agreements with our branding service customers. In limited circumstances, we also enter into annual framework agreements with other branding service customers. Salient terms of typical annual framework branding service agreements are as follows:

- **Duration.** One to three years.
- **Scope of services.** Primarily marketing strategy, marketing planning, content creative production, content placement, advertisement placement delivered on e-commerce and social media platforms.
- **Fees and payment.** We are paid service fees as confirmed in writing, which covers all costs incurred by us. Customer may make partial prepayments and settle the balance from 10 to 90 days of receiving our invoice.
- **Pricing.** Specified in confirmed price quotations for each time of service.
- **Termination.** Upon expiration, unilateral termination with compensation, or impossibility of performance.

During the Track Record Period and up to the Latest Practicable Date, there was no material breach of such agreements.

Sale of Goods

To increase the comprehensiveness of our solutions, we engage in small-scale sale of goods, which primarily comprised off-season stock during the Track Record Period, to help brand owners clear inventory at optimized prices, and also included serving as general distributor for a limited number of brand owners.

In this business, we take inventory of the goods and independently formulate and execute selling strategies. As such, we have comprehensive control over the processes of product sales and are responsible for all operating activities related to such sales. We periodically determine procurement plans pursuant to historical sales record, current sales plans, and inventory in warehouse. In 2023, 2024 and 2025, our revenue from sale of goods amounted to RMB61.2 million, RMB66.5 million and RMB75.7 million, respectively, of which approximately 93.5%, 87.5% and 75.3% was attributable to our channel distribution model.

BUSINESS

Key stages of sale of goods include the following:

- **Project Assessment.** We begin by assessing potential brand owners through an analysis of the industry landscape, competitive dynamics, product competitiveness, target consumer characteristics and the brand’s multi-channel development potential. Based on these assessments and projected cost considerations, we determine whether the brand is suitable for cooperation under the sale of goods model.
- **Business Development.** We typically engage with brand owners through commercial negotiations. In response to the brand’s needs, we present tailored business proposals, which generally include our capability track records, industry insights, business opportunity analysis, development strategies and proposed solutions. After reaching an initial cooperation intention, both parties negotiate commercial terms and execute the cooperation agreement.
- **Preparation.** Following execution of the agreement, we establish the service team required for the contemplated sales model. For retail sales, we take over existing online brand stores or assist in establishing new stores based on the brand owner’s needs.
- **Sales Operation.** We periodically purchase products from the brand owner based on our sales performance and inventory levels of the category. We operate the online stores on e-commerce platforms and conduct the daily online store operations, product marketing, sales data analysis, and customer service. However,
 - Under the **retail sales model**, we sell such products directly to end consumers via the stores we own. Revenue is recognized when the consumer confirms receipt and payment is collected through our e-commerce platform accounts.
 - Under the **channel distribution model**, products are sold to end consumers via the stores that are owned by such distribution channels. Downstream distribution platforms periodically settle with us based on their sales of the products, and we recognize revenue after it inspects and accepts the goods upon delivery.
- **Renewal Stage.** Prior to expiry of the cooperation agreement, we discuss renewal terms with the brand owner. Renewal decisions generally take into account the overall cooperation experience, service quality and the brand’s strategic development needs.

BUSINESS

Contract Terms

Salient terms of typical product sales agreements between brand owners and us are as follows:

- **Duration.** Two to three years, automatically renewable. We are entitled to an inventory clearance period of more than six months upon contract expiration.
- **Exclusivity.** We are exclusively authorized to sell on designated e-commerce channels.
- **Minimum purchase requirements.** None.
- **Procurement rebates.** We may gain purchase rebates upon the procurement of a certain quantity of products.
- **Delivery.** Products shall be shipped by the brand owners upon receipt of partial payment and delivered to our designated location via a third-party logistics provider.
- **Title and risk transfer.** The title and risk of the products transfer to us upon delivery.
- **Payment terms.** Deposit after order confirmation, plus a final balance payment due after invoicing.
- **Return or exchange of products.** Brand owners shall be responsible for returns and exchanges arising from quality issues.
- **Termination.** Contract expiration, impossibility of performance, such as the revocation of qualifications and bankruptcy or reorganization.

Pursuant to such agreements, we enter into purchase orders to specify the quantity and design of the products that we will purchase from the brand owner. Such purchaser orders also include suggested recommended selling prices.

In terms of selling prices, we generally consider the recommended selling price provided by brand owners to maintain the consistency of the brand image, but we are entitled to adjust the price at which we sell the products to our customers based on specific market conditions. Brand owners typically do not impose a minimum retail price at which we sell the products we purchased from them to e-commerce platforms or consumers, though some agreements would discourage selling at prices below our procurement price. When determining the selling prices, we generally consider procurement costs, warehousing and logistics expenses, sales and marketing expenses, and our target profit margins, and further price adjustments may be conducted by e-commerce platforms pursuant to our contractual terms with such e-commerce platforms.

BUSINESS

Salient terms of typical agreements in the channel distribution model between e-commerce platforms and us are as follows:

- **Duration.** One year. Should cooperation continue after expiration without a new contract, the existing terms will remain applicable.
- **Designated distribution channels.** The e-commerce platform is authorized to sell our designated brands on its website, mobile app, and WeChat mini-program.
- **Pricing.** We provide a suggested retail price for the products. The e-commerce platform has the discretion to adjust the final selling price to consumers based on market conditions.
- **Delivery.** We may inform the e-commerce platform for them or their designated third parties to pick up goods at our premise, or deliver products to locations designated by the e-commerce platform.
- **Title and risk transfer.** The title to products and the risk of loss transfer to the e-commerce platform after it inspects and accepts the goods upon delivery.
- **Product return.** We accept product returns from the e-commerce platform, including defective goods, consumer returns, and slow-moving products.
- **Payment terms.** Settlement is based on net sales and occurs every 10 days. The e-commerce platform pays us within five working days after the settlement statement is confirmed and our correct invoice is received.
- **Price reduction.** If we lower our supply price to the e-commerce platform, the new, lower price applies retroactively to all unsettled products, including those already in inventory or sold but not yet paid for.
- **Profit guarantee.** We do not provide a profit guarantee to the e-commerce platform.
- **Termination.** Expiration, force majeure, commercial bribery, or our material breaches

According to Frost & Sullivan, it is an industry norm for digital retail operations service providers in China to engage in channel distribution with e-commerce platforms for their products procured from brand owners. Under the channel distribution model, the e-commerce platforms decide the quantity of brand’s products purchased from us. As such, this model bears no channel stuffing risk. In 2023, 2024 and 2025, we sold to 1, 2 and 2 e-commerce platforms under the channel distribution model, with whom we believe we maintained a good business relationship. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material disputes with these e-commerce platforms.

BUSINESS

For retail sales, we enter into standard service agreements with e-commerce platforms for the operation and management of our online stores. The duration of our service agreements is subject to mutual agreement between the parties and may be terminated by either party upon prior written notice. We publish product information on the e-commerce platforms, sell to consumers, and provide them with after-sales customer service. We may also separately negotiate and enter into agreements with e-commerce platforms for additional paid value-added services. We may participate in marketing campaigns organized by the e-commerce platforms, for which we are entitled to service fee. The e-commerce platforms charge us a technology service fee at rates published on their platform, as well as a promotion service fee.

During the Track Record Period and up to the Latest Practicable Date, there was no material breach of such agreements.

BRAND OWNERS

Brand owners we work with primarily operate in fashion, jewelry, sportswear and outdoor, and beauty sectors. As a digital retail operation service provider, our long-standing relationships with mid-to-premium brand owners form a key competitive advantage. Leveraging our multi-channel, end-to-end digital retail operation capabilities and our deep expertise in strategic planning and execution and visual design, we have earned the trust of many internationally renowned brands. In return of their trust, we have been supporting them in accelerating their expansion in China and enhancing their commercial performance through our execution capabilities, data-driven operational methodologies and comprehensive service infrastructure, with several brand owners achieving industry-leading sales results on major e-commerce platforms.

We maintain stable and long-term relationships with various brand owners. As we primarily provide project-based rather than continuous services under branding services, tracking changes in the number of brands under this business is not meaningful. For sale of goods, the number of brands was relatively stable at 11, 10 and 13 in 2023, 2024 and 2025. The following table set forth the movements in the number of brands we cooperated with e-commerce operation services during the Track Record Period:

	Year ended December 31,		
	2023	2024	2025
Number of Brands for E-Commerce Operation Services*			
At the beginning of the Year	115	131	138
Addition of new brands	34	25	33
Non-renewal of existing brands . .	18	18	20
Net increase	16	7	13
At the end of the year	131	138	151

Notes:

- * Only including brands to whom we provided e-commerce operation services that exceed RMB500 thousand in the given year. Such brands accounted for 98.9%, 99.2% and 99.0% of our revenue from e-commerce operation services in 2023, 2024 and 2025, respectively.

BUSINESS

Brand Owner Engagement and Management

We implement a strict and methodical brand selection process. Based on our screening guidelines, we carefully select prospective brand owners, choosing to work with those that we believe will allow us to deliver the most value to our customers, optimize our revenue mix and improve our profitability. Therefore, potential brand owners typically conduct business in profitable or promising industries or product categories that have long-term potential. We also conduct due diligence reviews on our prospective brand owners’ qualifications, including whether they hold the proper business operation licenses and other requisite certifications, and trademark registration certificates and license agreements in relation to the branded products.

We optimize our organizational structure and teams to improve brand owner experience with us. Organizationally, brand owners directly interface with our business units to ensure quick response and is assessed, among other metrics, on customer satisfaction. Operationally, we typically assign each brand owner a dedicated service team to offer tailored solutions. In addition, each brand owner is supported by designated project leaders to ensure a single point of contact, service continuity and performance.

We assess customer satisfaction across various departments as part of our internal performance evaluation framework. We periodically conduct reviews on brand owners based on category mix, profitability, and growth outlook to formulate plans for our future engagement.

As shown by our low brand owner attrition rate, our brand owner management efforts help forge high switching barriers. In addition to the dedicated team model, our accumulated talent, resources and data create continuity and institutional knowledge that are difficult to replicate quickly. Changing third-party operators typically entails significant IT re-integration costs, such as system redevelopment, interface testing and data migration, and extended timelines, as well as hidden costs from lost operational synergy, re-training and the rebuilding of team routines. Brand owners also rarely switch to in-house e-commerce teams due to scale, compliance and staffing considerations, and the possibility of higher ongoing costs to maintain systems amid frequently evolving platform rules and practices. As a scaled operator, we benefit from economies of scale, access to platform know-how and industry insights and the ability to provide cross-brand benchmarks and strategy support. These factors collectively increase switching costs and support brand owner stickiness.

Brand Owner Exclusivity

Our contracts with brand owners are generally not on an exclusive basis, and we generally do not have contractual rights to exclusively operate their online stores or sell their products. Very few of our contracts with existing brand owners contain non-compete provisions prohibiting us from selling products of, or providing similar services to competitors name by the brand owners. Given our business scale, we have been serving multiple brand owners that may be in competition with each other. However, we have implemented strict measures to segregate relevant teams and data to eliminate any conflicts.

As of the Latest Practicable Date, we were not aware of any notice or claim by any brand owner that we have breached any non-compete restriction in its agreement with us that may materially and adversely affect our financial condition and results of operation.

BUSINESS

LOGISTICS SERVICE PROVIDERS

We collaborate with leading logistics service providers to ensure timely and accurate fulfillment. We deliver orders placed on stores operated by us in China through reputable third-party couriers with nationwide coverage.

We believe our large-scale operations and industry reputation enable us to obtain favorable contractual terms from third-party couriers. We typically negotiate and enter into annual logistics agreements with our logistics service providers, under which we agree to pay delivery fees based on the amount and the weight of the goods to be delivered, as well as the destination of the delivery. Salient terms of our typical agreements with logistics service providers are as follows:

- **Duration.** One year, automatically renews for successive one-year periods, unless either party provides 30 days’ written notice to terminate before the expiration date.
- **Liability and Risk.** For uninsured shipments, the logistics partner’s liability for loss or damage is limited to nine times the freight charge. If we purchase insurance, compensation is based on the actual loss, but will not exceed the insured amount.
- **Delivery.** We are responsible for accurate packaging and providing correct shipping information. The logistics service provider is responsible for timely delivery.
- **Payment Terms.** Monthly settlement. We must pay the invoiced amount within the 45-day credit period following the end of each monthly cycle.
- **Termination.** Either party may terminate the agreement without cause by providing 30 days’ prior written notice. Performance is excused for delays caused by force majeure events.

RETURN POLICY

According to Frost & Sullivan, our warranty and return policies are consistent with industry practice. Under the retail sales model of our sale of goods business, we accept returns within a seven-day period with shipment costs borne by consumers, provided the product is in a condition suitable for resale, and are responsible for the destruction of products that are unsuitable for sale. Where an end customer submits a complaint or return request, our customer service representatives review and process the request and monitor follow-up until resolution. Under the channel distribution model of our sale of goods business, we accept product returns from consumers submitted to downstream e-commerce platforms, and our operations team is responsible for evaluating, reviewing and processing such matters.

BUSINESS

TECHNOLOGY INFRASTRUCTURE

We aim to empower digital retail through sustained investment in digitalization, automation and application of intelligent technologies, enhancing our end-to-end e-commerce operation capabilities across multiple channels, from online to offline, and from brand owners to consumers.

Digital Systems

Our core strengths lie in proprietary digital retail system Futail for product information management, order management, member relationship management, operations automation management, automatic customer service management, data insights and analysis, private-domain e-commerce systems, livestream management systems, and docking system forming a stable, secure and scalable backbone for integrated retail operations. These self-developed software connect brand owners with major e-commerce platform and warehousing and logistics systems, enabling rapid response to business needs while maintaining system reliability. Such software can be categorized into the following digitalized platform:

- ***Operations Middle Platform.*** By managing product information and automating product listing and delisting, multi-channel inventory allocation, inventory synchronization, order processing, fulfillment tracking, and customer service interactions, it supports end-to-end retail workflows. It also provides group-wide brand connectivity, logistics route planning, and a transportation management system to ensure integrated operations and efficient execution. Additionally, it enables collaboration between online and offline store systems, maximizing the benefits of a unified inventory pool across channels to optimize inventory utilization.
- ***Private Domain Middle Platform.*** It enables brands to build, operate and manage official websites and mini-programs and to conduct enterprise clienteling, while also facilitates effective multi-channel member engagement through coordinated private-domain shopping guides, thereby enhancing consumer experiences and relationships beyond the public domain.
- ***Data System.*** It consolidates multi-platform operational data, collects, cleanses, and models the data, and generates petabyte-scale reports and insights on markets, industries, products, members, and operational processes, providing a foundation and recommendations for day-to-day management and strategic decision-making.

By orchestrating modules across the retail value chain and tracking data along the people–goods–venues dimensions, we provide timely insights into consumer trends and operational performance, support cross-channel inventory and order orchestration and deliver actionable retail strategies. Therefore, our application of our technology infrastructure improves overall operating efficiency and service quality, and supports brand owners in effective digital transformation.

BUSINESS

Key Components

Key components of our technology infrastructure include the following:

System	Main Function	Pain Points Solved
<i>Buy Quickly OMS (Order Management System)</i>	Provides end-to-end order tracking from order placement to transaction completion, monitors all processes from order creation to fulfillment, dynamically optimizes inventory allocation via a visual interface, enables cross-platform inventory distribution, facilitates efficient multi-warehouse order allocation, and offers real-time tracking and recall of order fulfillment paths.	Utilizes inventory efficiently, prevents overselling, fulfills order accurately and enables full-chain multi-channel inventory visibility.
<i>Buy Quickly PIM (Product Information Management System)</i>	Centrally manages main data such as product information, pictures and videos, and realizes automatic generation of detail pages and automatic release of multi-platform products	Manages products in a unified manner, eliminates inefficient product listings and ensures the accuracy and consistency of the whole process.
<i>Buy Quickly CRM (Customer Relationship Management System)</i>	Implements refined membership management, analyzes online and offline data based on the membership system, and conducts integrated analysis of product purchases and store operations in conjunction with the membership system. Uses these insights to optimize ad targeting and perform attribution analysis. Supports proactive outreach and targeted marketing via SMS, email, and phone. Offers cross-platform membership validation across Tmall, Douyin, JD and Xiaohongshu.	Creates precise customer profiles and improves targeted marketing effectiveness.
<i>Buy Quickly AOP (Operation Automation Management System)</i>	Provides automated operations for Tmall, JD, and other platforms through operational services, along with price accuracy alerts and automated processing, as well as store page accuracy checks.	Improves labor efficiency and reduces repetitive operational work and human errors.

BUSINESS

System	Main Function	Pain Points Solved
Robocomm TQA (Customer Service Automation System)	Applies AI models to review customer service conversations, identifies issues with conversation quality, and pinpoints areas of customer concern, such as products, orders, and after-sales service. Generates standardized responses and scripts by leveraging AI, and ensures professional support even during peak hours.	Enhances monitoring of service quality and ensures heartfelt customer interactions.
Buy Quickly Queen (魁星) (Livestream Management System)	Manages streamer profiles, tracks livestream data, mitigates risks associated with livestream scripts, and evaluates livestream performance, and handles scheduling and settlement.	Standardizes streamer management and improves performance transparency. Mitigates risks in livestream
Buy Quickly BI (Business Intelligence System)	Integrates data from all operational stages, cleanses and organizes such data and conducts cross-channel data analysis, generating customized real-time dashboards and reports that reflect high-level e-commerce operations, presenting the data visually. Provides accurate insights into marketing performance, sales trends, and user engagement, as well as AI-driven analysis, insights, and strategic recommendations.	Visualizes real-time data, enables data-driven decision-making.
Buy Quickly Eagleshop (Private-Domain E-Commerce System)	Builds and manages the brand’s website and WeChat mini-program store.	Enables brands to operate self-owned sales channels and strengthen private-domain traffic.
Buy Quickly HUB (Docking system) . .	Enables secure, orderly, high-quality data exchange between external platforms, brand systems, third-party systems and our systems through low code development.	Simplifies API integration, enhances data interaction security, and interactive data quality checks.

BUSINESS

AI Applications

Since 2023, we have been applying AI-powered tools across various areas, including product management, design, customer service, and operational data analysis and insights. We utilize AIGC for image generation, image expansion, video editing, and content creation to support product development and marketing processes. Additionally, we employ AI to monitor the quality of customer service responses and provide strategic guidance and recommendations, elevating customer service experience. We do not build LLMs by ourselves, though we employ AI tools to transform unstructured data from mere reports into actionable analysis and insights.

We plan to increase investment in self-developed operation platforms, expand data-processing capabilities and intensify AI Agent development over the next 3-5 years, with the objective of enabling AI-driven, multi-channel retail operations for “unmanned stores”.

AESTHETIC INFRASTRUCTURE

As one of the distinguishing factors from our peers, we have established an in-house aesthetic infrastructure that fulfills the stringent demands of various mid-to-premium brands across various e-commerce channels. Our Creative Studio, Design Hub and Streamer Team have proven effective in both generating contents with aesthetic appeal and effectively integrating such content into the solutions that we offer. We believe that developing and maintaining such infrastructure in-house help us form institutional knowledge, ensure service quality and consistency, and ultimately empower stronger solution delivery.

Creative Studio



Our Creative Studio engages in creative and visual-content production, including both photography and videography. The studio comprises more than 3,000 sq.m. of dedicated visual and imaging facilities equipped with advanced equipment and supported by a multidisciplinary in-house team. We operate a comprehensive SOP framework across channels

BUSINESS

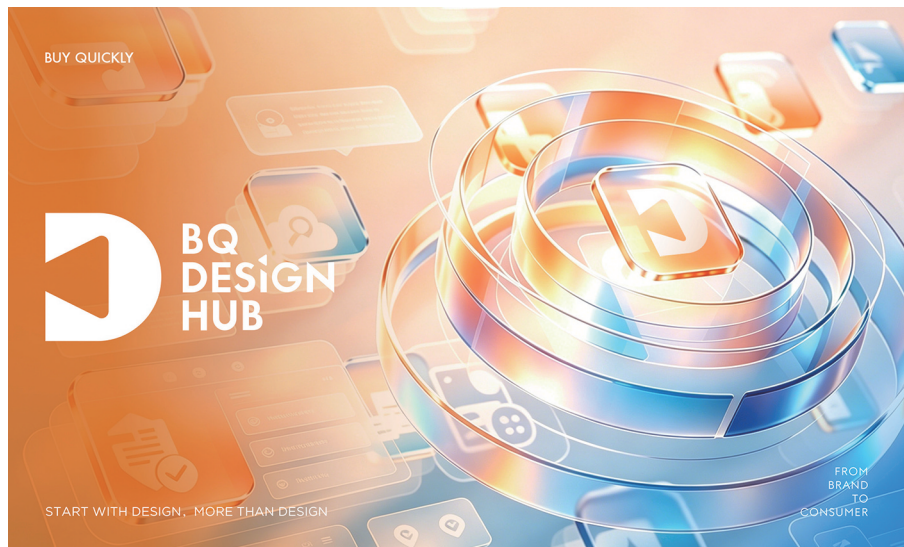
and maintain one of the leading multifunctional photography bases in the industry, supported by a track record of having served over 90 domestic and overseas brands as of December 31, 2025.

We offer a full suite of creative and production services, including flat-lay and product photography, large-scale campaign shoots, branded video content production, creative marketing strategy development and brand-visual diagnostics. Our capabilities extend across planning, shooting and post-production, enabling us to deliver consistent, platform-optimized visuals for a wide range of product categories.

With high quality equipment, professional storage and security protocols and a quality-inspection workflow, we ensure high production standards and operational reliability. This integrated, multi-scenario creative infrastructure enhances output efficiency, accelerates customized content production and strengthens brands’ ability to execute high-quality and distinctive visual strategies across channels.

Design Hub

Our Design Hub primarily engages in visual design in support of our visual marketing creative methodology. Drawing on our experience serving mid-to-premium brands, this methodology is widely applied to the visual transformation and upgrading of the brands we serve. As it integrates diverse professional expertise and leverages technology to deliver high-quality visual creative services, the Design Hub is a key enabler in our solution delivery.



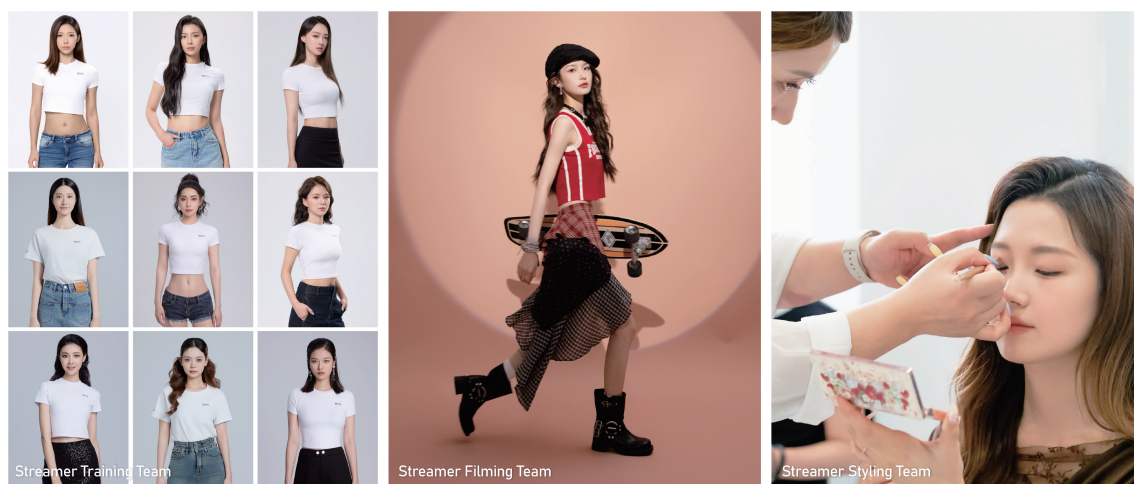
Our Design Hub provides integrated creative and visual-design services that support brand owners across the full e-commerce value chain. It offers brand visual strategy, user-experience design and offline event creative planning, delivering cohesive creative output that aligns with platform requirements and brand positioning. We provide e-commerce visual consulting, including visual strategy development, page-conversion logic optimization and multi-platform visual adaptation, helping brands enhance visual competitiveness and strengthen consumer attraction and conversion.

BUSINESS

Leveraging Design Hub’s capabilities, we produce high-quality visual assets, such as campaign visuals, storefront homepages, themed pages and product imagery, using scene-based design, emotional storytelling and platform-native creative techniques. We also establish standardized visual guidelines covering color systems, typography, product-image specifications and layout standards, ensuring consistent presentation across all digital touchpoints.

Supported by a multidisciplinary team of nearly 300 professional staff as of December 31, 2025, including specialists in UI/UX design, creative strategy, AIGC, 3D modeling, and copywriting, the Design Hub enables efficient customized content production and improves design workflow efficiency. By integrating these diverse specializations within a single collaborative framework, this capability allows us to deliver comprehensive design solutions that strengthen brand identity and support long-term brand growth.

Streamer Team



We are the only major online retail operation service provider that primarily relies on a full-time in-house streamer team, according to Frost & Sullivan. We believe this is the best approach to ensure professionalism and fit with brand owners as in-house streamers can fully participate in ongoing trainings managed by ourselves using our industry insight. We only engage a small number of part-time streamer to maintain operational flexibility during peak periods. Livestreaming is conducted through brand owners’ accounts rather than streamers’ individual personal accounts. We have designed our livestream operations to maintain quality and reduce talent attrition.

We operate structured and standardized in-house streamer selection, training and development programs to identify talents, develop capabilities, and translate such capabilities into better service to brand owners. We recruit them through campus hiring, social recruitment and agency referrals, with an aim to establish a team with on-camera competency and strong professional and educational background. As of December 31, 2025, we had 208 in-house streamers, 140 of whom held bachelor’s degrees and above in relevant fields such as broadcasting. After onboarding, we then provide trainings using on-the-ground industry insights and experiences, formulate detailed livestreaming plans in accordance with their

BUSINESS

styles, sectors and target audience, and optimize their appearance in accordance with brandstyles by engaging professional stylists. Such training and development programs are supported by our in-house image and capability-building systems.

Streamer performance is assessed through a combination of foundational attributes, such as communication skills and work adaptability, and project-level operating metrics. We apply a tiered compensation structure and a performance improvement mechanism based on performance data and overall suitability to incentivize outstanding service to brand owners.

RESEARCH AND DEVELOPMENT

We devote significant resources to research and development, focusing on developing our proprietary technology infrastructure. In 2023, 2024 and 2025, our R&D expenses amounted to RMB67.3 million, RMB68.9 million, and RMB78.0 million, respectively. Such expenses were not capitalized during the Track Record Period.

Our R&D function is led by the Chief Technology Officer, who oversees the Technology & Innovation Center and is responsible for end-to-end software R&D and platform operations. The Technology & Innovation Center focuses on enhancing our technological and innovative capabilities and helps us take advantage of identified market trends by developing and deploying AI-enabled solutions in brand e-commerce. As of December 31, 2025, our R&D team comprised 256 employees. Attributable to their efforts, we were able to develop all core operation software in-house. To ensure the effectiveness of such software, our R&D team proactively solicits feedback from other departments on software usage and improves accordingly.

INTELLECTUAL PROPERTY

Our intellectual property portfolio comprises patents, trademarks, trade secrets, computer software copyrights, domain names, and other IP registrations and applications. We seek to protect our IP through a combination of measures under PRC IP laws, together with confidentiality and IP-assignment agreements with employees and contractors, internal information-security controls, and other protective practices.

As of the Latest Practicable Date, we held 23 registered patents and 21 pending patent applications, 130 registered trademarks, 316 registered software copyrights, and 42 registered domain names in the PRC.

In addition, brand owners authorize us to use their names, URLs, logos and other brand identifiers in connection with the operation and promotion of their e-commerce businesses. Our agreements with brand owners generally license us to use such IP for these purposes, and these licenses typically expire concurrently with the respective agreements.

We attach critical importance to the protection and enforcement of our intellectual property rights. Under our employment agreements and internal policies, our employees are required to maintain confidentiality and safeguard our intellectual property. Unless otherwise agreed, any intellectual property created by employees during their employment that relates to their job responsibilities or is developed with our resources, know-how or technology belongs

BUSINESS

to us. We conduct periodic reviews of intellectual property arising from our technology development activities, maintain a docket to track the progress of patent applications, and proactively file new applications where appropriate. We also implement compliance measures, such as internal reviews and clearance assessments where suitable, to mitigate the risk of infringing third-party rights and to reduce the likelihood that our own intellectual property will be infringed.

We believe the foregoing steps constitute reasonable measures to safeguard our intellectual property. During the Track Record Period and up to the Latest Practicable Date, we were not aware of any material claims or litigation filed against us alleging infringement of third-party intellectual property rights, nor were we aware of any material claims or litigation initiated by us against third parties for infringement of our intellectual property rights.

DATA PRIVACY AND CYBERSECURITY

Data privacy protection and cybersecurity are fundamental to our business operations. Pursuant to contractual arrangements with brand owners, we manage and process relevant customer data in a manner we believe to be compliant with applicable PRC laws and regulations. We maintain strict internal controls over the handling of customer information, including multi-level approval procedures for any requests to extract or provide data, and technical restrictions that prevent the extraction of key information without proper authorization. Our agreements with customers generally delineate data ownership and usage rights. In our e-commerce operation service business, we act as an entrusted data processor and exercise authorized usage rights over consumer and order-related data generated in the course of performing services for brand owners, in accordance with their entrustment authorization. Such data is not shared among different brand owners or otherwise disclosed externally, and remains strictly within each brand’s operational scope. In relation to our e-commerce retail business, we have independent rights to process corresponding data generated therefrom.

We are subject to applicable PRC laws and regulations related to data privacy and cybersecurity, as well as relevant national and industry standards relating to network security and data protection. We have obtained certifications including the Filing Certificate for the Multi-Level Protection Scheme (MLPS) of Information Security, ISO 27001 for our Information Security Management System, and ISO 27701 for our Privacy Information Management System. Furthermore, our logistics centers have obtained certifications including ISO 14001, ISO 28000, ISO 9001, and TAPA. We believe these certifications demonstrate our capabilities and high standards in information security, privacy information management, and logistics management. We have also been certified under the ISO 27001:2022 Information Security Management System and the ISO 27701:2019 Privacy Information Management System standards.

BUSINESS

CUSTOMERS AND SUPPLIERS

Customers

Our customers are primarily brand owners in the fashion, jewelry, sportswear and outdoor, and beauty sectors. Our revenue from our five largest customers in each year during the Track Record Period in 2023, 2024 and 2025 was RMB364.9 million, RMB335.6 million and RMB387.4 million, respectively, accounting for 27.7%, 23.7% and 24.4% of our revenue in the respective years. Our revenue from our largest customer in each year during the Track Record Period in 2023, 2024 and 2025 was RMB102.9 million, RMB89.5 million and RMB95.6 million, respectively, accounting for 7.9%, 6.4% and 6.0% of our revenue in the respective years.

The following tables set forth details of our five largest customers in each year during the Track Record Period. Except for Customer E, with whom we primarily engaged in sale of goods, all of them primarily procured e-commerce operation services from us. All payments were settled using bank transfer.

Year ended December 31,								
2023			2024			2025		
Customer	% of		Customer	% of		Customer	% of	
	Revenue	revenue		Revenue	revenue		Revenue	revenue
	(in RMB thousands)	%		(in RMB thousands)	%		(in RMB thousands)	%
Customer A ⁽¹⁾	102,858	7.9	Customer A ⁽¹⁾	89,488	6.4	Customer C ⁽³⁾	95,582	6.0
Customer B ⁽²⁾	75,240	5.7	Customer C ⁽³⁾	80,619	5.7	Customer F ⁽⁶⁾	82,592	5.2
Customer C ⁽³⁾	70,167	5.3	Customer E ⁽⁵⁾	57,252	4.0	Customer A ⁽¹⁾	81,647	5.2
Customer D ⁽⁴⁾	59,466	4.5	Customer F ⁽⁶⁾	55,651	3.9	Customer G ⁽⁷⁾	68,447	4.3
Customer E ⁽⁵⁾	57,208	4.3	Customer G ⁽⁷⁾	52,637	3.7	Customer H ⁽⁸⁾	59,128	3.7
Total	364,939	27.7	Total	335,647	23.7	Total	387,396	24.4

Notes:

- (1) Customer A is a multinational group specializing in luxury goods, headquartered in France, with whom we commenced business relationship in 2021. It is listed on Euronext Paris. We generally grant them credit periods of 30 days.
- (2) Customer B is a multinational group specializing in apparel, accessories, and luxury goods, headquartered in Switzerland, with whom we commenced business relationship in 2019. It is listed on SIX Swiss Exchange. We grant them a credit periods of 30 days.
- (3) Customer C is a subsidiary of a private multinational group specializing in sports and casual wear products headquartered in the US, with whom we commenced business relationship in 2018. We grant them a credit periods of no more than 30 days.
- (4) Customer D is a global fashion luxury group headquartered in the UK and US, with whom we commenced business relationship in 2020. It is listed on the New York Stock Exchange. We grant them a credit periods of no more than 60 days.

BUSINESS

- (5) Customer E is an e-commerce group specializing in the online sale of apparel, home goods, and cosmetics, headquartered in Guangzhou, with whom we commenced business relationship in 2020. It is listed on the New York Stock Exchange. We grant them a credit periods of five working days.
- (6) Customer F is a subsidiary of a professional sports brand group headquartered in Japan, with whom we commenced business relationship in 2019. It is listed on the Tokyo Stock Exchange. We grant them a credit periods of 30 days.
- (7) Customer G is a subsidiary of a multinational group primarily involved in the wholesale and retail of fashion consumer goods, headquartered in the US, with whom we commenced business relationship in 2021. It is listed on the New York Stock Exchange. We grant them a credit periods of 45 days.
- (8) Customer H is a subsidiary of a multinational group specialized in the retail, wholesale, import/export of jewelry, watches, and various consumer goods, headquartered in Hong Kong, with whom we commenced business relationship in 2023. It is listed on the Hong Kong Stock Exchange. We grant them a credit periods of 30 days.

During the Track Record Period, to the best knowledge of our Directors, none of our Directors, their associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital) had any interest in our five largest customers in any year during the Track Record Period that are required to be disclosed under the Hong Kong Listing Rules.

Suppliers

Our suppliers primarily comprise third-party warehousing and logistics service providers, third-party media resource providers and marketing and content-related suppliers. Our purchases from our five largest suppliers in each year during the Track Record Period in 2023, 2024 and 2025 were RMB195.0 million, RMB234.9 million and RMB277.9 million, respectively, accounting for 48.5%, 47.0% and 47.6% of our total purchases in the respective years. Our purchases from our largest supplier in each year during the Track Record Period in 2023, 2024 and 2025 were RMB53.7 million, RMB111.9 million, and RMB133.2 million, respectively, accounting for 13.3%, 22.4% and 22.8% of our total purchases in the respective years. We implement a strict supplier access mechanism, establish and maintain a supplier list, and conduct regular evaluation and optimization of suppliers that encourage the use of environmentally friendly materials, the formulation of fair labor policies, and compliance with business ethics.

We typically centrally coordinate our suppliers to enhance bargaining power and achieve more favorable pricing. We emphasize a strategy of “self-building as primary, outsourcing as supplementary,” particularly in core capabilities such as IT and content production, which we believe contributes to the quality and reliability of our service delivery while also ensuring cost efficiency.

BUSINESS

The following tables set forth details of our five largest suppliers in each year during the Track Record Period. All payments are settled by bank transfer.

Year ended December 31,								
2023			2024			2025		
Supplier	Purchase amount	% of total purchases	Supplier	Purchase amount	% of total purchases	Supplier	Purchase amount	% of total purchases
	(in RMB thousands)	%		(in RMB thousands)	%		(in RMB thousands)	%
Supplier A ⁽¹⁾	53,699	13.3	Supplier B ⁽²⁾	111,922	22.4	Supplier B ⁽²⁾	133,178	22.8
Supplier B ⁽²⁾	42,323	10.5	Supplier A ⁽¹⁾	53,160	10.6	Supplier A ⁽¹⁾	56,836	9.7
Supplier C ⁽³⁾	39,698	9.9	Supplier D ⁽⁴⁾	31,267	6.3	Supplier F ⁽⁶⁾	50,469	8.6
Supplier D ⁽⁴⁾	35,332	8.8	Supplier C ⁽³⁾	20,840	4.2	Supplier E ⁽⁵⁾	20,160	3.5
Supplier E ⁽⁵⁾	23,967	6.0	Supplier E ⁽⁵⁾	17,740	3.5	Supplier D ⁽⁴⁾	17,212	3.0
Total	195,019	48.5	Total	234,929	47.0	Total	277,855	47.6

Notes:

- (1) Supplier A is a leading multinational delivery services and logistics group based in Shenzhen, with whom we commenced business relationship in 2017. It is dual-listed on the Shenzhen Stock Exchange and the Hong Kong Stock Exchange, from whom we primarily procured logistics services. They grant us a credit term of 45 days after delivery/invoice.
- (2) Supplier B is a private technology company operating content platforms and providing advertising services, headquartered in Beijing, with whom we commenced business relationship in 2021. They require prepayment.
- (3) Supplier C is a warehousing and property management services company, headquartered in Zhejiang, with whom we commenced business relationship in 2017. They generally grant us a credit term of 15 days.
- (4) Supplier D is a software services, advertising, and technology development group, headquartered in Zhejiang, with whom we commenced business relationship in 2011. It is dual-listed on the New York Stock Exchange and Hong Kong Stock Exchange. They grant us a credit term of 90 days after delivery/invoice.
- (5) Supplier E is a private premium fashion company, headquartered in Shanghai, with whom we commenced business relationship in 2022. They grant us a credit term of 30 days after delivery/invoice.
- (6) Supplier F is a private supply chain management, import/export, and warehousing services company, headquartered in Zhejiang Province, with whom we commenced business relationship in 2024. They grant us a credit term of 10 days. We hold 5% of the equity interest in Supplier F. For details, please see Note 20 to “Appendix I—Accountants’ Report.”

BUSINESS

During the Track Record Period, to the best knowledge of our Directors, except for Mr. Chan Vincent Cham Wai (陳湛偉), who owned an insignificant interest in Supplier D during certain periods in the Track Record Period, none of our Directors, their associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital) had any interest in our five largest suppliers in any year during the Track Record Period that are required to be disclosed under the Hong Kong Listing Rules.

Overlapping of Supplier and Customer

During the Track Record Period, Supplier D and Supplier E, each of which ranked among our five largest suppliers in 2023, were also our customers during the same years. In respect of Supplier D, we derived revenue of RMB1.1 million for branding services, accounting for 0.1% of our revenue in the respective years. In respect of Supplier E, we derived revenue of RMB52.1 million, RMB51.9 million and RMB42.7 million for e-commerce operation services and branding services, accounting for 4.0%, 3.7% and 2.7% of our revenue in the respective years.

Our sales to and purchases from Supplier D and Supplier E were conducted in the ordinary course of business and on commercial terms negotiated on an arm's length basis.

INVENTORY MANAGEMENT

We adopt comprehensive inventory management practices across brand owner's inventory, supported by our self-operated warehousing and logistics facilities. Upon inbound receipt, our logistics team conducts quantity checks, packaging inspections and, where required by brand owners, either full or sample quality inspections. Upon outbound fulfillment, we carry out procedures that may include video recording, quality checks and anti-counterfeiting measures depending on brand requirements, before handing over to third-party logistics providers.

We perform monthly or quarterly inventory counts depending on product volume and value, while brand owners typically conduct one to two joint counts annually. Our warehouses manage both company-owned inventory and inventory held on behalf of brand owners under similar operational standards. In addition, in channel distribution, products are purchased from brand owners and sold on e-commerce platforms, with further markdowns applied over time depending on sell-through rates. In retail sales, we directly handle consumer enquiries and quality-related issues.

BUSINESS

To support major promotional events, we implement forward-looking inventory planning. Preparatory work typically begins months in advance, involving sales forecasting, product mix planning, inventory gap assessments and replenishment arrangements with brand owners, followed by product shooting, test campaigns and operational optimization.

Our warehousing infrastructure comprises self-operated logistics centers, including leased and co-developed facilities, as well as a bonded warehouse. We do not outsource warehouse operations to third-party operators. As of the Latest Practicable Date, our core logistics and warehousing facilities are primarily operated under lease or cooperation arrangements and include the following:

- **Jiaxing Logistics Center (pure lease model):** this logistics center has a gross floor area of approximately 75,000 square meters.
- **Huzhou Logistics Center (build-to-suit leaseback model):** developed through a joint venture with a third-party property developer which holds the underlying land. The facility has a gross floor area of approximately 150,000 square meters.
- **Hongqiao Bonded Warehouse:** located in Hongqiao, with a gross floor area of approximately 900 square meters, with an expansion currently targeted for 2026.

Supported by these systems, internal controls and operational procedures, our inventory management has remained stable, and we have not recorded material inventory impairment during the Track Record Period.

SEASONALITY

Our results of operations exhibit certain seasonal patterns. Sales typically peak in the fourth quarter driven by the “Double 11” festival, with an additional uplift around the mid-year “618” promotion. Our preparation for major promotions generally begins in August for “Double 11” and April for “618”, concentrating on marketing, planning, inventory management and execution activities.

These peaks increase warehousing and fulfillment workloads (including packaging and quality-check requirements) and require closer coordination with third-party logistics providers. To manage demand surges, we take advantage of flexible staffing arrangements.

QUALITY CONTROL

To ensure service quality, we establish key competencies in-house and closely monitor service quality on a regular basis. We formulate and implement brand-specific standards, SOPs, continuous system monitoring of customer interactions and page data for discrepancies, and we conduct both manual and AI-powered store inspections. Especially, using our digital systems such as Robocomm TQA, we ensure consistent customer interactions even during peak times, as it can automatically identify and review common quality issues and recommend corresponding products and services.

BUSINESS

Meanwhile, the quality of products sold through our sale of goods solution is also important to our reputation and competitiveness. We have implemented documented standards and standard operating procedures for product receipt and acceptance. While brand owners as our suppliers conduct quality assurance prior to shipment, we perform independent inbound inspections upon arrival at our warehouses. These inspections cover, among other things, packaging integrity, labeling and shelf-life/expiry dates, and a review of supplier testing or inspection reports. Any defective or non-conforming items are quarantined and returned to the relevant suppliers.

As a result of these controls, during the Track Record Period and up to the Latest Practicable Date, we had not received any significant product return requests or material customer complaints attributable to product quality, nor had we been fined or penalized by PRC regulatory authorities for product quality defects.

AWARDS AND RECOGNITIONS

The following table sets out a summary of the major awards and recognition we have received.

No.	Award Year	Award or Recognition	Issuing Authority
1 . .	2026	Jingdong Jingzhuoyue Partner	JD.com
2 . .	2017-2025*	Tmall Six-Star Service Provider	Tmall
3 . .	2023-2025	Douyin E-Commerce Diamond Service Provider	Douyin
4 . .	2025	Super-V Outstanding Partner	VIP.com
5 . .	2025	Shanghai Design Innovation Center	Shanghai Economy and Informatization Committee
6 . .	2024	Shanghai Municipal Livestream E-Commerce Base	Shanghai Municipal Commission of Commerce
7 . .	2024	National E-Commerce Model Enterprise	MOFCOM

Note:

- * Awarded semi-annually, with the highest recognition being six stars; we were also awarded Tmall Five-Star Service Provider in early 2017 when the highest recognition was five stars.

BUSINESS

LICENSES AND PERMITS

As advised by our PRC Legal Advisor, our Directors confirm that as of the Latest Practicable Date, we have obtained all requisite licenses, permits, approvals and certificates from relevant competent regulatory authorities for our business operations in China that are material to our business. As of the Latest Practicable Date, these licenses, permits and approvals were and remained valid, and we were not aware of any circumstances that may lead to the cancellation of any licenses, permits and approvals.

<u>License/Permit</u>	<u>Holder</u>	<u>Initial Grant Date</u>	<u>Expiry Date</u>
Value-added Telecommunications Services License (Domestic Call Centre Business)	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.	July 19, 2023	July 19, 2028

INSURANCE

As of the Latest Practicable Date, we had in place a range of insurance policies to mitigate risks and unexpected events. We had taken out property insurance which covers the inventory stored in our self-operated warehouses, most of which inventory are those of brand owners’, as well as our fixed assets, including equipment, furniture and office facilities. We also made social security contributions for our employees. In addition, we provided commercial insurance to all of our employees, including traffic accident insurance and accidental injury insurance.

We believe that the insurance coverage we maintained as of the Latest Practicable Date was adequate for our operations and aligned with prevailing market practice. During the Track Record Period and up to the Latest Practicable Date, we had not made any material insurance claims, nor had we been subject to any such claims.

COMPETITION

We face intense competition from other brand e-commerce solutions providers in China, particularly in the fashion, jewelry, sportswear and outdoor, and beauty sectors. In recent years, many of our new brand owners were won through competitive tenders against our peers.

China’s e-commerce market has expanded significantly alongside the continued growth of retail demand, ongoing user-experience enhancements, and supply-chain and logistics improvements by leading platforms. For additional information on the competitive landscape of our industry and our position therein, see “Industry Overview—Competitive Landscape.”

BUSINESS

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

ESG Governance

We have established a three-tier ESG governance structure comprising the Board, the ESG Working Group, and various functional departments. The Board discharges decision-making and supervision responsibilities; the ESG Working Group oversees decision implementation; and each functional department is responsible for execution.

The Board integrates ESG risks and opportunities into the full-process review of material transactions, identifies the ESG risks and opportunities involved, conducts a prudent review in conjunction with the our ESG strategy, engages external institutions for verification when necessary, and takes the results of ESG considerations as one of the bases for material transaction decision-making.

Identification, Assessment and Mitigation of ESG Risks

We have engaged an external professional ESG consultant team to systematically identify and assess various ESG-related risks, development opportunities and potential impacts. The highly material ESG matters are as follows: (i) *Greenhouse Gas (GHG) Emissions*: business scale expansion has driven an increase in total GHG emissions, while raising the our energy costs and affecting our green development image. We have optimized the energy structure and reduced energy consumption through a variety of measures, including the deployment of photovoltaic power generation facilities, prioritizing new energy vehicles for logistics and transportation, strengthening electricity and fuel conservation, and advocating low-carbon travel; and (ii) *Waste Management*: improper disposal of hazardous waste may trigger environmental pollution risks, and inadequate utilization of recyclable waste results in resource waste and increased waste disposal costs for us. Recyclable waste is prioritized for internal reuse; hazardous waste is entrusted to qualified third parties for compliant disposal, with a supporting emergency response mechanism in place.

Energy and Resource Utilization

We have organized the formulation of long-term environmental protection plans and the collection of energy conservation and emission reduction solutions, required and formulated the implementation of work lighting conservation plans, and conducted analysis of energy cost data and rectification of abnormalities. We require turning on lighting and office equipment in phases and on demand, and require all electrical equipment to be turned off during rest periods and after work.

GHG and Waste Emissions

We strictly comply with the classification and calculation requirements for GHGs set out in the *Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard*. Our GHG emissions cover three scopes, namely Scope 1, Scope 2 and Scope 3. Scope 1 mainly includes emissions from direct energy consumption; Scope 2 focuses on indirect emissions from purchased electricity consumption; and Scope 3 involves indirect emissions from links such as transportation and business travel. Given the indirect nature of Scope 3 emission calculation, comprehensive accounting of Scope 3 GHG emission was not available during the Track Record Period and will be conducted from 2026 onwards.

BUSINESS

We prioritize internal reuse of recyclable waste from operations, with the remainder entrusted to third parties for recycling. Non-recyclable solid and semi-solid waste is disposed of by environmental sanitation departments in a standardized way. Hazardous waste including waste chemical liquids and containers, waste ink cartridges, waste batteries, waste fluorescent tubes and expired medicines is strictly handled by qualified third parties, with an emergency response mechanism established.

Environmental Metrics and Targets

The table below sets out our emission data during the Track Record Period.

Category	Year ended December 31,		
	2023	2024	2025
Scope 1 GHG Emissions (tons of CO ₂ eq)	159.0	172.9	121.8
Scope 2 GHG Emissions (tons of CO ₂ eq)	3,276.7	4,248.8	5,011.3
Electricity Consumption (GWh) ⁽¹⁾	6.1	7.9	9.3
Natural Gas Consumption (’000 m ³) ⁽²⁾	48.5	45.3	31.3
Gasoline Consumption (’000 liters)	21.1	29.6	22.0
Diesel Consumption (’000 liters) . .	3.0	3.7	2.2
General Waste (’000 tons)	0.5	0.5	0.6
Hazardous Waste (tons)	0.5	0.6	0.7
Total Water Consumption (’000 m ³) ⁽³⁾	24.9	40.3	47.8

Notes:

- ⁽¹⁾ The growth in electricity consumption is mainly attributable to our business expansion, as (i) the commissioning of the new Huzhou warehouse in 2024 lead to increased electricity demand for logistics; and (ii) we had an increase in administrative staff and equipment such as air conditioners.
- ⁽²⁾ Natural gas consumption’s decrease is mainly due to the 4-month suspension of our canteen in 2025, which reduced natural gas consumption for catering operations.
- ⁽³⁾ Total water consumption rose mainly due to operational scale expansion in Huzhou.

BUSINESS

Based on historical data and industry ESG practices, we have defined core environmental performance targets: to reduce GHG emissions per unit of revenue by 6% in 2028 compared with 2025, and simultaneously lower the intensity of energy and resource consumption and the volume of waste generation. To achieve these targets, we plan to implement special control measures for various types of energy and waste: (i) for electricity consumption: deploy distributed photovoltaic power generation facilities; (ii) for vehicle use: promote new energy vehicles, reduce the proportion of diesel vehicles in use; and (iii) for waste management: strictly implement requirements for waste classification, kitchen waste reduction, used clothing recycling and compliant disposal of electronic waste.

Climate-related Risks

We focus on two climate-related risks: physical risks and transition risks. We mitigate physical risks to our warehousing and supply chain stability through optimized layout, stronger extreme weather response and meteorological early warning to ensure core business continuity. For transition risks, we address green and low-carbon market shifts, optimize our energy structure, adopt energy-saving and new energy technologies, and adjust strategies timely by tracking policies and market trends.

Employee Benefits and Diversity

In the recruitment process, we eliminate all forms of discrimination based on gender, age, ethnicity, region, religious belief and other factors. We have formulated the Diversified Incentive Management System and launched a diversified employee incentive and welfare system. We have invested substantial resources in talent development: in terms of teaching resources: we have built an in-house trainer team of more than 110 members covering different levels and job categories to provide professional skill guidance for all types of employees; and in terms of training implementation: we carry out more than 40 training sessions annually, with over 1,000 participant person-times. From 2023 to 2025, we gradually established the BaiQiu Professional Skill Level Evaluation System, conducted a total of 47 evaluation sessions, completed 2,897 person-times of evaluations for E-commerce Professional and Omni-media Operator, and issued 1,552 certificates.

Employee Health and Safety

We strictly comply with the *Law of the People's Republic of China on the Prevention and Control of Occupational Diseases* and other relevant national laws and regulations, and have arranged employee commercial insurance for 2025. We reduce various potential safety risks by continuously optimizing the hardware and software conditions of the workplace, providing employees with a safe and healthy working environment. During the Track Record Period and up to the Latest Practicable Date, we have not experienced any major occupational health and safety incidents.

Social Metrics and Targets

We have set clear social development targets focused on employee development: maintaining a gender-balanced and age-diverse workforce with equal promotion opportunities; optimizing training participation across all employee levels for talent echelon development; and improving welfare and occupational health and safety systems to sustain zero major occupational health and safety incidents.

BUSINESS

To achieve the established social development targets, we will: (i) continue to pay attention to work related to extreme weather response and further improve the employee safety and health guarantee system; (ii) add more green plants in office areas to optimize the quality of the office environment; and (iii) leverage the BQX Sports Base (S-BASE) to provide employee support and low-carbon activities, integrating green practices into daily work and life. We will continue to host low-carbon travel and sports events, combining fitness with environmental welfare and embedding low-carbon development into corporate and employee growth.

Community Contributions

We are committed to fulfilling corporate social responsibility by giving back to communities through diverse public welfare initiatives. We focus on equitable education resources, donating 45 computers and approximately RMB40.5 thousand to schools in Honghe Prefecture, Yunnan. We raised approximately RMB50 thousand for left-behind children via crowdfunding and provided sex education courses for 500 rural children. We also promote health knowledge, donate practical resources and build growth platforms for teenagers to deliver targeted aid. We have established the BaiQiu Charity Fund and donated a total of approximately RMB333 thousand to employees in need during the Track Record Period.

PROPERTIES

We are headquartered in Shanghai and leased an aggregate of approximately 45,000 square meters of offices and operation centers as of the Latest Practicable Date. In addition, as of the Latest Practicable Date, we did not own any warehouses, and leased three warehouses with an aggregate gross floor area exceeding 220,000 square meters.

As of the Latest Practicable Date, leasing agreements of our six lease properties had not been registered and filed with the competent PRC government authorities as required by applicable PRC laws and regulations. As advised by our PRC Legal Advisor, according to the PRC Civil Code, failure to complete the registration and filing of lease agreements will not affect the validity of such lease agreements. However, the relevant PRC authorities may impose a maximum fine of RMB10,000 for each unregistered lease, if we fail to rectify the non-compliance within the time frame prescribed by the relevant authorities. The aggregate amount of the maximum fine would be approximately RMB60,000, which our Directors believe will not have any material adverse impact on our business operations.

The Property Valuation Report from Asia-Pacific Consulting and Appraisal Limited, an independent property valuer, set out in Appendix IV of this document, sets out details of our selective property interests as of January 31, 2026. Asia-Pacific Consulting and Appraisal Limited valued these property interests at an amount of RMB390.9 million as of January 31, 2026. Except for the property interests set forth in the Property Valuation Report from Asia-Pacific Consulting and Appraisal Limited, pursuant to Rule 5.01A of the Listing Rules, as of December 31, 2025, no single property interest that formed part of our non-property activities had a carrying amount representing 15% or more of our total assets.

BUSINESS

EMPLOYEES

As of December 31, 2025, we had 3,537 full-time employees, all of whom are located in China, and around 60% of whom were females. As of the same date, approximately 70% of our employees held a bachelor’s degree or above. We organize our business into small, customer-facing units (including back-office functions) and incorporate brand owner feedback into performance evaluations.

The following table provides a breakdown of our employees as of December 31, 2025 by function:

Function	Number
Business Operations	2,903
Research and Development	256
Administrative	260
Selling and Marketing	118
Total	<u>3,537</u>

Recruitment and Employment Practices. We invest in recruitment to support business growth and hire through multiple channels, including internal referrals, job boards, campus recruitment, job fairs and agencies. All full-time employees have entered into written labor contracts with us. During major promotional periods, such as “618” and “Double Eleven”, we utilize outsourced personnel, primarily customer service representatives, logistics staff and live-streaming hosts, through qualified outsourcing agencies; where rapid expansion is required, agencies may provide part-time personnel.

Compensation, Benefits and Incentives. We adopt a compensation structure combining fixed salary plus performance bonus. We benchmark compensation regularly against a panel of peers to maintain market competitiveness. We implement differentiated performance systems across functions using diversified performance evaluation mechanisms with evaluation-linked bonus allocations. Since 2020, we have operated an equity incentive plan covering manager-level and high-performing supervisor/specialist employees, with a cumulative total of approximately 1,253 grant instances awarded as of the Latest Practicable Date, aligning employees’ long-term incentives with Company performance.

Training and Development. We conduct at least one annual cycle of promotions and salary adjustments. We provide comprehensive training programs, including onboarding, role-specific curricula, and managerial training for newly promoted managers. We also operate an internal digital learning platform and engage external instructors on presentation, etiquette and stress management. We believe we maintain good working relationships with our employees and have not experienced any material labor disputes.

BUSINESS

Social Insurance and Housing Provident Fund. During the Track Record Period, we made social insurance and housing provident fund contributions for our employees in accordance with PRC laws and regulations and local practices. During the Track Record Period, we had certain shortfalls in our statutory contributions in the PRC. For reasons therefor and the laws and regulations related thereto, see “Risk Factors — Failure to comply with the PRC regulations regarding contribution of social insurance premium or housing provident fund may subject us to fines and other legal or administrative sanctions.” As of the Latest Practicable Date, no competent government authorities had imposed administrative action, fine or penalty on us with respect to this non-compliance incident. As of the Latest Practicable Date, we were not aware of any arbitration or litigation filed by any of our employees regarding our social security insurance and housing provident fund policy.

As advised by our PRC Legal Advisor, based on, among others, the interviews with relevant competent authorities, considering relevant regulatory policies and facts stated above, the likelihood that we are subject to make centralized retroactive contributions or be subject to material administrative penalties due to our failure to provide full social insurance and housing provident funds contributions for our employees is remote. For our intended enhanced internal control procedures, see “Risk Factors — Failure to comply with the PRC regulations regarding contribution of social insurance premium or housing provident fund may subject us to fines and other legal or administrative sanctions.”

LEGAL PROCEEDINGS

From time to time, we may become involved in legal proceedings or be exposed to claims arising in the ordinary course of business. During the Track Record Period, to the best knowledge of our Directors, we were not involved in any litigation or arbitration that had, or would reasonably be expected to have, a material adverse effect on our financial condition, results of operations, reputation, business activities, future prospects or shareholding structure. We were not subject to any administrative penalties, investigations or other legal or regulatory proceedings initiated by competent authorities, and our management is not aware of any pending or potential administrative proceedings that may have a material adverse impact on us.

With the rapid development of new business models, regulatory oversight has been constantly evolving. Future updates to relevant laws, regulations and platform policies may impose more stringent requirements on our business processes, information disclosure obligations, advertising practices and content compliance. We will continue to monitor regulatory developments and further enhance our compliance and internal control arrangements to mitigate uncertainties associated with regulatory changes and reduce their potential impact on our operations.

BUSINESS

RISK MANAGEMENT AND INTERNAL CONTROL

We are subject to various risks during our operations. For details of the various risks and uncertainties we face, see “Risk Factors.” We have established a consolidated risk management system and relevant policies and procedures which we consider suitable for our business operations. Our policies and procedures are aimed at managing and monitoring our business performance. To monitor the continuous implementation of risk management policies and corporate governance measures after the [REDACTED], we have adopted or will continue to adopt, among other things, the following risk management measures:

- We have established a comprehensive internal control system covering risk identification, process review, periodic self-assessment and rectification mechanisms to ensure that control measures are effectively implemented across all business functions. Our internal policies address compliance, anti-corruption and anti-bribery, and will include anti-money laundering upon [REDACTED].
- We benefit from professional support in internal control, compliance and internal audit, which together form the third line of defense for risk management. We conduct annual self-assessments of our internal control system and promptly implement corrective actions where deficiencies are identified.
- In addition, we provide regular compliance and internal control training to employees, monitor implementation, and adopt strict accountability measures.
- Upon [REDACTED], we will establish an Audit Committee to oversee financial reporting, risk management and internal control procedures, and make recommendations on the appointment and removal of external auditors. We have also set up board committees including the Audit Committee, Remuneration Committee and Nomination Committee in compliance with the Corporate Governance Code to address our internal governance needs.
- To the best knowledge of our Directors, our internal control and compliance framework is adequate to safeguard our operations and mitigate risks.

We have established comprehensive compliance policies and internal control measures covering sanctions compliance, anti-corruption and anti-bribery which apply to our sales, marketing and procurement activities.

We have implemented specific anti-fraud and anti-bribery management measures. These include mandatory anti-corruption training for all new employees, who are each required to sign an anti-corruption commitment, which is reinforced through annual awareness activities. To manage our supply chain risk, we also require all new suppliers to sign anti-corruption declarations as a precondition for partnership. For reporting and investigation, we have established dedicated whistleblowing channels, including a specific hotline and email, and have designated our Internal Audit department as the specialized body responsible for handling any reported incidents. Breaches of our compliance policies may result in disciplinary actions, including termination of employment, and we will report any bribery or corruption incidents to the relevant authorities.

We closely monitor compliance with these policies, and adherence to anti-corruption undertakings forms part of the performance evaluation for relevant employees.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Controlling Shareholders Group consisted of Mr. Liu, BQ Zhicheng, Buy Quickly Partner, Buy Quickly YIERI, Mr. Hu and Mr. Qiu. Mr. Liu, Mr. Hu, Mr. Qiu, and Buy Quickly Partner were acting in concert under agreements, while BQ Zhicheng and Buy Quickly YIERI were controlled by Mr. Liu. See “History, Development and Corporate Structure—The Concert Party Agreements” in this document for details.

In addition, as of the Latest Practicable Date, with our WVR Structure, our Controlling Shareholders Group was collectively interested in approximately 45.41 % of our total share capital and 73.29% of voting rights. The WVR Structure will be terminated immediately prior to the [REDACTED] and the voting right will align with the shareholding. See “History, Development and Corporate Structure—Our WVR Structure” in this document for details.

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the Controlling Shareholders Group will continue to control in aggregate approximately [REDACTED]% of our total share capital. Therefore, they will remain as a group of our controlling shareholders.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Our Directors consider that we are capable of carrying on our business independently from our Controlling Shareholders and their respective close associates after the [REDACTED], taking into consideration the factors below.

Management Independence:

- (a) Upon [REDACTED], our Board will comprise 11 Directors, including five executive Directors, two non-executive Directors and four independent non-executive Directors. Save for Mr. Liu and Mr. Qiu, our executive Directors, who are also members of our Controlling Shareholders Group, there is no overlap of directors and member of the senior management between our Company and our Controlling Shareholders Group.

Despite the overlapping roles of Mr. Liu and Mr. Qiu, we believe that our Directors and senior management can independently perform their duties in our Company and we can operate independently from our Controlling Shareholders Group for the following reasons:

- i. each of the Directors is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;
- ii. our daily management and operations decisions are collectively made by our Board and senior management team, all of whom have substantial experience in the industry and will therefore be able to make business decisions that are in the best interests of our Company;

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- iii. in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) is required to declare the nature of such interest before voting at the relevant Board meetings in respect of such transactions; and
- (b) we have appointed four independent non-executive Directors to provide a balance on our Board of Directors and with a view to ensuring the decisions of our Board of Directors are made only after due consideration of independent and impartial opinions and promoting the interests of our Company and our Shareholders as a whole. We believe our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to provide professional and experienced advice to our Company. Our Directors are of the view that our independent non-executive Directors are able to bring impartial and sound judgment to the decision-making process of our Board and protect the interests of our Company and our Shareholders as a whole; and
- (c) we have established corporate governance measures and adopted sufficient and effective control mechanisms to manage conflicts of interest, if any, between our Company and our Controlling Shareholders, which would support our independent management. See “—Corporate Governance” for further details.

Based on the above, our Directors are of the view that our Board, together with our senior management team, is able to perform its managerial roles in our Company independently from our Controlling Shareholders and their respective close associates (excluding our Company).

Operational Independence

Our Company is operationally independent of our Controlling Shareholders and their respective close associates. We can make decisions and carry out our own business operations independently. We have sufficient capital, facilities, technologies and employees to operate our business independently. We hold or enjoy the benefits of all relevant licenses and intellectual properties necessary to operate our business. We own or have the right to use all the operational facilities relating to our business.

We have our own organizational structure made up of individual functional departments, each with specific areas of responsibilities. We have not shared any operational resources, such as risk management and general administration resources with our Controlling Shareholders or their respective close associates. We have also established a set of internal control procedures to facilitate the effective operation of our business. We independently manage and have independent access to our customers.

Based on the above, our Directors are of the view that we are able to operate independently of our Controlling Shareholders and their respective close associates (excluding our Company).

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Financial Independence

We have established our own finance department with a team of financial staff, who are responsible for financial control, accounting, reporting, group credit and internal control of our Company. Our finance department is able to function without any undue influence from our Controlling Shareholders. We have also established an internal control system, an independent audit system, and a standardized financial and accounting system and have set our own accounting policy based on the applicable PRC accounting principles and standards. In addition, we have been and are capable of obtaining financing from independent third parties without relying on any guarantee or security provided by our Controlling Shareholders or their respective close associates (excluding our Company).

As of the Latest Practicable Date, there were no outstanding loans, advances or balances due to our Controlling Shareholders or their respective close associates, and there were no outstanding pledges or guarantees provided for the benefit of our Controlling Shareholders or their respective close associates.

Based on the above, our Directors are of the view that our Company is able to maintain financial independence from our Controlling Shareholders and their respective close associates (excluding our Company).

INTERESTS OF OUR CONTROLLING SHAREHOLDERS IN OTHER BUSINESS

Each of our Controlling Shareholders confirmed that as of the Latest Practicable Date, apart from the business of our Company, he/it did not have any interest in other business, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

CORPORATE GOVERNANCE

In order to further safeguard the interests of our minority Shareholders, we will adopt the following corporate governance measures to manage potential conflicts of interest between our Company and our Controlling Shareholders:

- our Controlling Shareholders will confirm the status of their non-competing interest on an annual basis and provide all information necessary, including all relevant financial, operational and market information and any other necessary information as required by our Company;
- our independent non-executive Directors will review, on an annual basis, whether there are any conflicts of interests between our Company and our Controlling Shareholders and provide impartial and professional advice to protect the interests of our minority Shareholders;
- our Company will disclose decisions on matters reviewed by the independent non-executive Directors either in our annual reports or by way of announcement to the public in compliance with the requirements of the Listing Rules;

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- our Directors (including the independent non-executive Directors) will seek independent and professional advice from external advisors at our Company's cost as and when appropriate in accordance with the Corporate Governance Code as set out in Appendix C1 to the Listing Rules;
- any transactions between our Company and its connected persons shall be in compliance with the relevant requirements of Chapter 14A of the Listing Rules, including the announcement, annual reporting and independent Shareholders' approval requirements (if applicable) under the Listing Rules;
- in the event of any potential conflict of interests, our Director(s) with an interest in the relevant transaction(s) shall abstain from voting at the relevant Board meeting and shall not be counted towards the quorum in respect of the relevant resolution(s) at such Board meeting;
- in the event of any potential conflict of interests at the Shareholders' level, our Controlling Shareholders shall abstain from voting at the Shareholders' meeting of our Company with respect to the relevant resolutions;
- our Controlling Shareholders have undertaken, and will continue to undertake, to provide all information reasonably required by our Company to enable compliance with the Listing Rules and applicable laws and regulations, including information relating to their interests in competing businesses, if any;
- our Company has adopted information management and reporting procedures to ensure that price-sensitive and confidential information relating to our Company is handled appropriately and is not improperly shared with our Controlling Shareholders or their close associates; and
- we have appointed Maxa Capital Limited as our Compliance Advisor to provide advice and guidance to us in respect of compliance with the Listing Rules, including matters relating to corporate governance, connected transactions and disclosure obligations.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage potential conflicts of interest between our Company and our Controlling Shareholders, and to protect the interests of our minority Shareholders as a whole after the [REDACTED].

CONNECTED TRANSACTIONS

Upon [REDACTED], certain transactions with our connected persons will constitute our continuing connected transactions under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

Below is the information on our connected persons as of the Latest Practicable Date:

Name	Connected Relationship
Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司) (“ Shanghai Romomo ”) and its subsidiaries	Shanghai Romomo is our subsidiary, 30% equity interest of which is controlled (directly and indirectly) by Mr. Liu Jiangning, our executive Director.
Shanghai Leiyi Trading Co., Ltd (上海蕾怡商貿有限公司) (“ Shanghai Leiyi ”)	HongShan Jingrui, a substantial shareholder of our Company, is controlled by Mr. Zhou Kui (周逵). An entity controlled by Mr. Zhou Kui (周逵) holds more than 30% interest in Shanghai Leiyi. As a result, Shanghai Leiyi is an associate of HongShan Jingrui and a connected person of our Company.

SUMMARY OF OUR CONNECTED TRANSACTIONS

Transactions	Counterparty	Category	Applicable Rules	Waiver Sought
Share of administrative services .	Shanghai Romomo and/or its subsidiaries	Fully exempt	14A.98	NA
Procurement of DP-related e-commerce operation services and branding services	Shanghai Romomo and/or its subsidiaries	Partially exempt	14A.35 14A.76(2) 14A.105	Announcement
Provision of TP-related e-commerce operation services and branding services	Shanghai Romomo and/or its subsidiaries	Partially exempt	14A.35 14A.76(2) 14A.105	Announcement
Provision of e-commerce operation services and branding services	Shanghai Leiyi	Partially exempt	14A.35 14A.76(2) 14A.105	Announcement

CONNECTED TRANSACTIONS

FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Share of Administrative Services

Shanghai Romomo and its subsidiaries are connected subsidiaries (as defined under Chapter 14A of the Listing Rules) of our Group. As part of our Group, they have been sharing our internal administrative services, including office administration, internal accounting and legal services (the “**Shared Administrative Services**”).

On [●], our Company (for itself and on behalf of its subsidiaries) and Shanghai Romomo (for itself and on behalf of its subsidiaries) entered into a shared administrative services framework agreement (the “**Shared Administrative Services Framework Agreement**”). The Shared Administrative Services Framework Agreement will be effective from the [REDACTED] till December 31, 2028. Pursuant to the Shared Administrative Services Framework Agreement, Shanghai Romomo and/or its subsidiaries will continue to share the Shared Administrative Services with the other members of our Group from time to time. The Shared Administrative Services will be shared on a cost basis, and the cost of sharing the Shared Administrative Services will be identifiable and allocated to each member of our Group, including Shanghai Romomo and/or its subsidiaries, on a fair and equitable basis.

As a result, the transactions under the Shared Administrative Services Framework Agreement are fully exempt from shareholders’ approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.98 of the Listing Rules.

PARTIALLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

(1) Procurement of DP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo

Parties

- (i) Shanghai Romomo (for itself and on behalf of its subsidiaries); and
- (ii) Our Company (for itself and on behalf of its subsidiaries (other than Shanghai Romomo and its subsidiaries))

Principal terms

On [●], we entered into a service framework agreement with Shanghai Romomo in respect of our procurement of DP-related e-commerce operation services and branding services from Shanghai Romomo and/or its subsidiaries (the “**Procurement of DP-related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo**”).

The initial term of the Procurement of DP-related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo shall be from the [REDACTED] till December 31, 2028, subject to renewal by mutual consent and compliance with all applicable laws and regulations.

CONNECTED TRANSACTIONS

Pricing Terms

The fees for the services to be provided by Shanghai Romomo and/or its subsidiaries under the Procurement of DP-related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo shall be determined based on the prevailing market rates and on normal commercial terms by reference to the prices provided by Shanghai Romomo to the Independent Third Parties.

Reasons for the transactions

We, as a group, provide brand owners with end-to-end, multi-channel intelligent retail solutions, while Shanghai Romomo primarily engages in providing DP-related e-commerce operation service through its expertise in live-streaming. The majority of our DP customers enter into service agreements with Shanghai Romomo and/or its subsidiaries directly. Nonetheless, under the e-commerce operation service agreements entered into by us with our customers whereby the DP-related e-commerce operation services and branding services are required, we would engage Shanghai Romomo and/or its subsidiaries to provide such services.

Historical amounts

During the three years ended December 31, 2023, 2024 and 2025, we paid to Shanghai Romomo and/or its subsidiaries service fees of RMB26.11 million, RMB35.84 million and RMB32.60 million, respectively.

Annual caps and basis

The aggregate annual service fees for the transactions contemplated under the Procurement of DP-related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo for the three years ending December 31, 2026, 2027 and 2028 shall not exceed RMB38.00 million, RMB45.00 million and RMB52.00 million, respectively.

The proposed annual caps are based on (i) the historical amounts of services fees in relation to the DP-related e-commerce operation services and branding services paid by us to Shanghai Romomo and/or its subsidiaries during the Track Record Period; and (ii) the expected increase in our demand for such services driven by our business growth.

(2) Provision of TP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo

Parties

- (i) Shanghai Romomo (for itself and on behalf of its subsidiaries); and
- (ii) Our Company (for itself and on behalf of its subsidiaries (other than Shanghai Romomo and its subsidiaries))

CONNECTED TRANSACTIONS

Principal terms

On [●], we entered into a framework agreement with Shanghai Romomo in respect of our provision of TP-related e-commerce operation services and branding services to Shanghai Romomo and/or its subsidiaries (the “**Provision of TP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo**”).

The initial term of the Provision of TP-related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo shall be from the [REDACTED] till December 31, 2028, subject to renewal by mutual consent and compliance with all applicable laws and regulations.

Pricing terms

The fees for the TP-related e-commerce operation services and branding services to be provided by us to Shanghai Romomo and/or its subsidiaries shall be determined based on the prevailing market rates and on normal commercial terms by reference to the rates provided by us to the Independent Third Parties.

Reasons for the transaction

As mentioned above, we provide brand owners with end-to-end, multi-channel intelligent retail solutions, while Shanghai Romomo primarily engages in providing DP-related e-commerce operation service through its expertise in live-streaming. From time to time, certain customers of Shanghai Romomo require TP-related e-commerce operation services and branding services. In such circumstances, Shanghai Romomo would engage us to provide such services.

Historical amounts

For the three years ended December 31, 2023, 2024 and 2025, we received from Shanghai Romomo and/or its subsidiaries service fees for TP-related e-commerce operation services and branding services of RMB31.90 million, RMB14.44 million and RMB12.81 million, respectively.

Annual caps

The aggregate annual service fees for the transactions contemplated under the Provision of TP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo for the three years ending December 31, 2026, 2027 and 2028 shall not exceed RMB15.00 million, RMB20.00 million and RMB25.00 million, respectively.

CONNECTED TRANSACTIONS

The proposed annual caps are based on (i) the historical amounts of services fees received by us from Shanghai Romomo and/or its subsidiaries during the Track Record Period; and (ii) the expected increase in Shanghai Romomo’s demand for such services.

(3) Provision of E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi

Parties

- (i) Shanghai Leiyi; and
- (ii) Our Company (for itself and on behalf of its subsidiaries)

Principal terms

On [●], we entered into a service framework agreement with Shanghai Leiyi in respect of the e-commerce operation and branding services which we will provide to Shanghai Leiyi (the “**E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi**”). Pursuant to the E-commerce Operation Services Framework Agreement with Shanghai Leiyi, we will provide such services to Shanghai Leiyi in our ordinary course of business and on normal commercial terms and according to the market practices.

The initial term of the E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi shall commence on the [REDACTED] until December 31, 2027, subject to renewal by mutual consent and compliance with all applicable laws and regulations.

Pricing terms

The service fees for the E-commerce Operation Services Framework Agreement with Shanghai Leiyi shall be determined based on the prevailing market rates and on normal commercial terms by reference to the prices provided by us to the Independent Third Parties.

Reasons for the transactions

We provide brand owners with end-to-end, multi-channel intelligent retail solutions. By over 15 years of operating history in the market of online retail integrated operation service for brands, we have become one of the few players to serve leading brand owners across all major platforms, including Tmall, Douyin and JD.com. Shanghai Leiyi is an owner of fashion brands. We provide Shanghai Leiyi with e-commerce operation services and branding service to facilitate its sales in China market.

CONNECTED TRANSACTIONS

Historical amounts

During the three years ended December 31, 2023, 2024 and 2025, we received from Shanghai Leiyi services fees of RMB12.62 million, RMB18.70 million and RMB17.20 million, respectively.

Annual caps and basis

The aggregate annual service fees for the transactions contemplated under the E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi for the two years ending December 31, 2026 and 2027 shall not exceed RMB21.00 million and RMB25.20 million, respectively.

The proposed annual caps are based on (i) the historical amounts of services fees in relation to the e-commerce operation services received by us from Shanghai Leiyi during the Track Record Period; (ii) the expected increase in Shanghai Leiyi’s demand for our services driven by its business growth.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio of the transactions under each of (i) the Procurement of DP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo, (ii) the Provision of TP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo, and (iii) the Provision of E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi, on an annual basis is more than 0.1% but less than 5%, such transactions will, upon [REDACTED], constitute continuing connected transactions of our Company, which are subject to the annual reporting requirement under Rules 14A.49 and 14A.71 of the Listing Rules and the announcement requirement under Rule 14A.35 of the Listing Rules, but exempt from the independent Shareholders’ approval requirement under Rule 14A. 36 of the Listing Rules.

WAIVERS

As the transactions under each of (i) the Procurement of DP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo, (ii) the Provision of TP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo, and (iii) the Provision of E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi, are expected to be conducted on a regular and ongoing basis as fully disclosed in this document, our Directors are of the view that compliance with the announcement requirements under Rule 14A.35 of the Listing Rules would be unduly burdensome and in particular would create unnecessary administrative costs for our Company.

CONNECTED TRANSACTIONS

Accordingly, we [have applied] to the Stock Exchange and the Stock Exchange [has granted] a waiver for us from strict compliance with the announcement requirements under Rule 14A.35 of the Listing Rules in relation to the continuing connected transactions under each of (i) the Procurement of DP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo, (ii) the Provision of TP-Related E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Romomo, and (iii) the Provision of E-commerce Operation Services and Branding Services Framework Agreement with Shanghai Leiyi, provided that the aggregated transaction amounts of such continuing connected transactions shall not exceed the proposed annual cap described above.

INTERNAL CONTROL MEASURES

We have adopted the following internal control procedures to ensure that the continuing connected transactions are fair and reasonable and on normal commercial terms or better, and comply with applicable laws and regulations (including the Listing Rules):

- (a) we have adopted and implemented a management system for connected transactions. Under such system, our Board of Directors and various internal departments of our Group will be responsible for the control and daily management in respect of the continuing connected transactions;
- (b) our Board of Directors and various internal departments of our Group will be jointly responsible for evaluating the terms under the relevant agreements for the continuing connected transactions, in particular, the fairness of the pricing policies and annual caps (if applicable) under each transaction;
- (c) our Board of Directors and the relevant department of our Group will regularly monitor the continuing connected transactions (including but not limited to transaction amounts and annual caps under the relevant agreements as well as the implementation of the pricing policies) and our management will regularly review the implementation of the pricing policies to ensure continuing connected transactions are performed in accordance with the relevant agreements;
- (d) when considering pricing for connected transactions, our Group will routinely research prevailing market conditions and practices and make reference to the pricing and terms between our Group and independent third parties for similar transactions, to ensure that the pricing and terms offered by or to our connected persons are fair, reasonable and no less favorable than those to be offered by or to independent third parties;
- (e) the audit committee of our Board of Directors shall conduct periodic examination of the overall situation of the continuing connected transactions, and report the review opinions to our Board of Directors;
- (f) our independent non-executive Directors will conduct annual reviews of the continuing connected transactions to ensure that such transactions have been entered into on normal commercial terms, are fair and reasonable, and conducted according to the terms of the relevant agreements;

CONNECTED TRANSACTIONS

- (g) the auditor of our Company shall issue a letter to our Board of Directors to express opinions on the continuing connected transactions on an annual basis. We shall allow our auditor to review and check the relevant accounts to facilitate them to express opinions; and
- (h) when considering any renewal or revisions to the framework agreements after the [REDACTED], the interested Directors and Shareholders shall abstain from voting on the resolutions to approve such transactions at board meetings and shareholders' meetings (as the case may be).

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including our independent non-executive Directors) are of the view that (i) the partially exempt continuing connected transactions set out above have been and will continue to be carried out in the ordinary and usual course of business of our Company and on normal commercial terms or better that are fair and reasonable and in the interests of our Company and our Shareholders as a whole; and (ii) the proposed annual caps for the partially exempt continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole. Our Directors further confirm that our Company will comply with Chapter 14A (apart from the requirements for which a waiver is sought) in respect of such continuing connected transactions after the [REDACTED].

CONFIRMATION FROM THE SOLE SPONSOR

The Sole Sponsor is of the view that (i) the partially exempt continuing connected transactions set out above have been and will continue to be carried out in the ordinary and usual course of business of our Company and on normal commercial terms or better that are fair and reasonable and in the interests of our Company and our Shareholders as a whole; and (ii) that the proposed annual caps for the partially exempt continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

SHARE CAPITAL

This section presents certain information regarding our share capital prior to and immediately following the completion of the [REDACTED].

BEFORE THE [REDACTED]

As of the Latest Practicable Date, the registered share capital of our Company was RMB361,000,000 comprising 361,000,000 [REDACTED] with a nominal value of RMB1.00 each.

UPON THE COMPLETION OF THE [REDACTED]

Immediately upon completion of the [REDACTED] and the [REDACTED] of certain [REDACTED] into [REDACTED], assuming the [REDACTED] is not exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of total share capital of our Company %
[REDACTED] Shares in issue	[REDACTED]	[REDACTED]
[REDACTED] to be converted from [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED] to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

Assuming the [REDACTED] is exercised in full, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of total share capital of our Company %
[REDACTED] Shares in issue	[REDACTED]	[REDACTED]
[REDACTED] to be converted from [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED] to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

SHARE CAPITAL

RANKING

Upon completion of the [REDACTED], our Company will have Unlisted Shares and [REDACTED]. Both Unlisted Shares and H Shares are ordinary shares in the share capital of our Company. Apart from certain qualified domestic institutional investors in the PRC, certain qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect, and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be [REDACTED] by or traded among legal and natural persons of the PRC.

All Unlisted Shares and H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. All dividends in respect of the H Shares are to be paid by us in Hong Kong dollars or Renminbi. In addition to cash, dividends may be distributed in the form of Shares or a combination of cash and shares.

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

Upon completion of the [REDACTED], our Company will have two types of ordinary Shares, namely Unlisted Shares and H Shares.

According to the regulations by the securities regulatory authorities of the State Council and our Articles of Association, the Unlisted Shares may be converted into H Shares, and such converted H Shares may be [REDACTED] and [REDACTED] on an overseas stock exchange provided that the conversion, [REDACTED] and trading of such converted H Shares has been filed with the securities regulatory authorities of the State Council. Upon completion of the [REDACTED], our Unlisted Shares are not [REDACTED] or [REDACTED] on any stock exchange. The holders of our Unlisted Shares may convert their Shares into H Shares provided such conversion shall have gone through any requisite internal approval process and complied with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the overseas stock exchange(s) and all the filing procedures with relevant Chinese mainland regulatory authorities, including the CSRC are followed. The [REDACTED] of such converted Shares on the Stock Exchange will also require the approval of the Stock Exchange.

In addition, such conversion, [REDACTED] and [REDACTED] shall complete any requisite internal approval process and, in all respects, comply with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

SHARE CAPITAL

After all the requisite approvals have been obtained, the following procedure will need to be completed in order to effect the [REDACTED]: the relevant [REDACTED] will be withdrawn from the [REDACTED] and we will re-register [REDACTED] on our [REDACTED] maintained in Hong Kong and instruct the [REDACTED] to issue [REDACTED] certificates. Registration on our [REDACTED] will be conditional on (a) our [REDACTED] lodging with the Stock Exchange a letter confirming the proper entry of the relevant [REDACTED] on the [REDACTED] of members and the due dispatch of [REDACTED] certificates; and (b) the admission of the [REDACTED] to [REDACTED] on the Stock Exchange in compliance with the Listing Rules, the General Rules of [REDACTED] and the [REDACTED] Operational Procedures in force from time to time. Until the converted Shares are re-registered on our [REDACTED], [REDACTED] will not be [REDACTED] as [REDACTED].

RESTRICTION ON TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

In accordance with the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, the Shares issued by our Company prior to the [REDACTED] will be subject to such statutory restriction on transfer within a period of one year from the [REDACTED].

Our Directors and members of the senior management shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by our Directors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the [REDACTED], nor within half a year after they leave their positions in our Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by our Directors and members of senior management of our Company, a summary of which is set out in “Appendix III—Summary of the Articles of Association”.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING ARE REQUIRED

Particulars of circumstances under which our Shareholders’ general meeting is required are set out in “Appendix III—Summary of the Articles of Association”.

SHAREHOLDERS’ APPROVAL FOR THE [REDACTED]

Approval from holders of the Shares is required for the Company to issue [REDACTED] and seek the [REDACTED] on the Hong Kong Stock Exchange. The Company has obtained such approval at the Shareholders’ general meeting held on April 8, 2026.

SUBSTANTIAL SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] and the conversion of our Unlisted Shares to H Shares (assuming the [REDACTED] is not exercised), the following persons will have, or be deemed, or taken to have an interest and/or a short position in our Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company:

Name of Shareholder	Capacity/ Nature of interest	Shares held as of the Latest Practicable Date		Shares held immediately following the completion of the [REDACTED] and Conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised)		
		Number of Shares ⁽¹⁾	Approximate percentage in the total issued share capital	Description of Shares	Number of Shares ⁽¹⁾	Approximate percentage in the total issued share capital
Mr. Liu ^{(2),(3)&(4)} . . .	Beneficial owner	53,856,493	14.92%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
	Interest in a controlled corporation	93,408,800	25.88%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
BQ Zhicheng ^{(2) & (3)} . .	Interests held jointly with other persons	16,646,602	4.61%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
	Interest in a controlled corporation	93,408,800	25.88%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Buy Quickly Partner ^{(3) & (4)}	Beneficial owner	37,905,050	10.50%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
	Interests held jointly with other persons	70,503,095	19.53%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Buy Quickly YIERYI ⁽²⁾ .	Beneficial owner	55,503,750	15.38%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Mr. Hu ⁽⁴⁾	Beneficial owner	15,162,020	4.20%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
	Interests held jointly with other persons	93,246,125	25.83%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Mr. Qiu ⁽⁴⁾	Beneficial owner	1,484,582	0.41%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
	Interests held jointly with other persons	106,923,563	29.62%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Mr. Zhou Kui (周逵) ⁽⁵⁾ .	Interest in a controlled corporation	72,651,363	20.13%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]

SUBSTANTIAL SHAREHOLDERS

Name of Shareholder	Capacity/ Nature of interest	Shares held as of the Latest Practicable Date		Shares held immediately following the completion of the [REDACTED] and Conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised)		
		Number of Shares ⁽¹⁾	Approximate percentage in the total issued share capital	Description of Shares	Number of Shares ⁽¹⁾	Approximate percentage in the total issued share capital
HongShan Yashang ⁽⁵⁾	Interest in a controlled corporation	72,651,363	20.13%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
HongShan Fashion ⁽⁵⁾	Interest in a controlled corporation	72,651,363	20.13%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
HongShan Jingrui ⁽⁵⁾	Beneficial owner	72,651,363	20.13%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Mr. Xia Guoxin ⁽⁶⁾	Interest in a controlled corporation	72,200,113	20.00%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Ms. Hu Yongmei ⁽⁶⁾	Interest in a controlled corporation	72,200,113	20.00%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Ellassay Investment ⁽⁶⁾	Interest in a controlled corporation	72,200,113	20.00%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]
Ellassay ⁽⁶⁾	Beneficial owner	72,200,113	20.00%	H Shares	[REDACTED]	[REDACTED]
				Unlisted Shares	[REDACTED]	[REDACTED]

Notes:

- All interests are long positions.
- As of the Latest Practicable Date, the general partner of Buy Quickly YIERYI was BQ Zhicheng which was owned as to 99.99% by Mr. Liu. As a result, Mr. Liu is deemed to be interested in the Shares held by Buy Quickly YIERYI under the SFO.
- As of the Latest Practicable Date, the general partner of Buy Quickly Partner was BQ Zhicheng which was owned as to 99.99% by Mr. Liu. As a result, Mr. Liu is deemed to be interested in the Shares held by Buy Quickly Partner under the SFO.
- Pursuant to the Concert Party Agreement and Supplement Agreement, Mr. Liu, Mr. Hu, Mr. Qiu and Buy Quickly Partner are parties acting in concert. As a result, each of Mr. Liu, Mr. Hu, Mr. Qiu and Buy Quickly Partner is deemed to be interested in the Shares held by each other under the SFO.
- As of the Latest Practicable Date, (i) HongShan Jingrui was owned as to 66.48% by HongShan Fashion Technology Industry Equity Investment Fund (Xiamen) Partnership (L.P.) (紅杉時尚科技產業股權投資基金(廈門)合夥企業(有限合夥)) (“**HongShan Fashion**”); (ii) the general partner of both HongShan Jingrui and HongShan Fashion was HongShan Yashang (Xiamen) Investment Partnership Enterprise (Limited Partnership) (紅杉雅尚(廈門)投資合夥企業(有限合夥)) (“**HongShan Yashang**”); and (iii) HongShan Yashang, HongShan Fashion and HongShan Binsheng were ultimately controlled by Mr. Zhou Kui (周逵). As a result, each of HongShan Fashion, HongShan Yashang and Mr. Zhou Kui is deemed to be interested in the Shares held by HongShan Jingrui under the SFO.
- As of the Latest Practicable Date, (i) Ellassay was owned as to 55.31% by Ellassay Investment Management Co., Ltd. (深圳市歌力思投資管理有限公司) (“**Ellassay Investment**”); and (ii) Ellassay Investment was owned as to 55.00% by Mr. Xia Guoxin (夏國新) and 45.00% by Ms. Hu Yongmei (胡詠梅). As a result, each of Mr. Xia Guoxin and Ms. Hu Yongmei is deemed to be interested in the Shares held by Ellassay under the SFO.

SUBSTANTIAL SHAREHOLDERS

Save as disclosed herein, our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Upon [REDACTED], our Board will comprise 11 Directors, including 5 executive Directors, 2 non-executive Directors and 4 independent non-executive Directors. The Directors are appointed for a term of three years and are eligible for re-election upon expiry of their term of office. The following table sets forth certain information regarding the Directors.

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Responsibilities	Relationship with other Directors and senior management
Mr. Liu Zhicheng (劉志成)	46	Chairman of the Board, executive Director and chief executive officer	September 2010	March 2011	Leading and managing the Board and overseeing the overall business strategy and management of our Group	Uncle of Mr. Liu Jiangning
Mr. Cheng Cheng-Shun (鄭正順)	58	Executive Director, vice president and co-chief executive officer	February 2020	January 2025	Assisting the chairman in formulating the Group’s business strategy and overseeing its daily operations and management	None
Mr. Liu Jiangning (劉江寧)	38	Executive Director, vice president and chief operating officer	June 2012	February 2020	Overseeing the expansion of the Group’s business and management in live-streaming sector	Nephew of Mr. Liu Zhicheng
Mr. Qiu Yuhong (邱玉洪)	45	Executive Director and vice president	July 2015	February 2020	Overseeing our Group’s operational management in logistic sector	None
Mr. Ji Qi (紀祺)	38	Executive Director	November 2013	September 2025	Overseeing our Group’s operational management in fashion and jewelry sectors	None
Mr. Liu Shuxiang (劉樹祥)	57	Non-executive Director	February 2020	February 2020	Providing advice on the overall strategy of our Group	None

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Responsibilities	Relationship with other Directors and senior management
Mr. Guo Zhenwei (郭振煒)	42	Non-executive Director	February 2020	February 2020	Providing advice on the overall strategy of our Group	None
Mr. Yu Jianhai (余建海)	48	Independent non-executive Director	June 2022	June 2022	Supervising and providing independent professional judgement to our Board	None
Mr. Yan Deming (嚴德銘)	76	Independent non-executive Director	June 2022	June 2022	Supervising and providing independent judgement to our Board	None
Ms. Lin Lin (林琳)	48	Independent non-executive Director	June 2022	June 2022	Supervising and providing independent judgement to our Board	None
Mr. Chan Vincent Cham Wai (陳湛偉)	53	Independent non-executive Director	[REDACTED] (Note)	[REDACTED] (Note)	Supervising and providing independent judgement to our Board	None

Note:

The appointment of Mr. Chan Vincent Cham Wai as a proposed independent non-executive Director has been approved by way of written resolutions of the Shareholders passed on April 8, 2026 and will become effective upon [REDACTED].

As of the Latest Practicable Date, Ms. Li Xiangxiang (李翔翔) was our independent non-executive Director. Her resignation from directorship has been approved by way of the same written resolutions of the Shareholders passed on April 8, 2026, and will become effective upon [REDACTED].

Executive Directors

Mr. Liu Zhicheng (劉志成), aged 46, is the founder of our Group, the chairman of the Board, an executive Director, and the chief executive officer of our Group. Mr. Liu was appointed as an executive Director in March 2011. Mr. Liu is primarily responsible for leading and managing the Board and overseeing the overall business strategy and management of our Group.

Mr. Liu has extensive experience in sales channel management and possesses in-depth knowledge of the operation and management of e-commerce. Prior to founding our Group, Mr. Liu worked at Baison Software Co., Ltd. (百勝軟件有限公司), a provider of ERP solutions for fashion enterprises in China, from April 2004 to April 2008, where he served as a sales manager. From June 2009 to August 2010, He rejoined Baison Software Co., Ltd. as a channel director, where he was responsible for sales and marketing promotion.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Liu obtained his college degree in accounting from Tianjin Trade Union Administrators' College (天津工會管理幹部學院) in July 1999.

Mr. Cheng Cheng-Shun (鄭正順), aged 58, is an executive Director, a vice president and the co-chief executive officer of our Group. He joined our Group in February 2020 and was appointed as a vice president of our Group in December 2021. He was further appointed as an executive Director and our co-chief executive officer in January 2025. Mr. Cheng is primarily responsible for assisting the chairman in formulating the Group's business strategies and overseeing its daily operations and management.

Mr. Cheng has extensive experience in marketing and international brand management. Prior to joining our Group, Mr. Cheng worked at BRS NIKE TAIWAN INC. (必爾斯藍基股份有限公司) from March 1997 to January 2009. From February 2009 to December 2019, Mr. Cheng worked at C&J Clark China Trading Company Limited (克履仕國際貿易(上海)有限公司), where he served as, among others, the chief executive officer of Greater China and Korea.

Mr. Cheng obtained his bachelor's degree in enterprise management from Feng Chia University (逢甲大學) in June 1994 and his master's degree in communication management from Shih Hsin University (世新大學) in June 2021. Mr. Cheng was honored as an Outstanding Entrepreneur in the Bonded Area of the China (Shanghai) Pilot Free Trade Zone (中國(上海)自由貿易試驗區保稅區優秀企業家) in 2016.

Mr. Liu Jiangning (劉江寧), aged 38, is an executive Director, a vice president and the chief operating officer in our Group. He joined our Group in June 2012 and was appointed as our executive Director in February 2020. He was appointed as the chief operating officer in January 2026. Mr. Liu is primarily responsible for overseeing the expansion of our Group's business and the management in live-streaming sector.

Mr. Liu has extensive experience in digital retail operation and management through long-term service across different business units in our Group. From June 2012 to December 2021, Mr. Liu worked at Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司), a subsidiary of our Group, where he was responsible for brand operations management and successively served as a project manager, an operations director, and a senior operations director. Since January 2022, he has served as the general manager of Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司), a subsidiary of our Group.

Mr. Liu obtained a bachelor's degree in marketing from Shanxi University of Finance and Economics Huashang College (山西財經大學華商學院) in June 2012 and an executive master of business administration (EMBA) degree from Fudan University (復旦大學) in June 2025. In 2023, Mr. Liu was awarded the title of Leading Talent of Changning District (長寧區領軍人物).

DIRECTORS AND SENIOR MANAGEMENT

Mr. Qiu Yuhong (邱玉洪), aged 45, is an executive Director and a vice president in our Group. He joined our Group in July 2015 and was appointed as an executive Director in February 2020. Mr. Qiu is primarily responsible for overseeing the expansion of our Group’s business and the management in logistic sector.

Mr. Qiu has over 25 years of experience in finance management and supply chain management. From July 1999 to July 2015, Mr. Qiu worked at Henkel Co., Ltd. (漢高股份有限公司) and Henkel (China) Investment Co., Ltd. (漢高(中國)投資有限公司). During his tenure, Mr. Qiu successively served in the finance department and the business controlling department, with his last position being the head of supply chain and operations control for Henkel Adhesive Technologies Greater China.

Mr. Qiu obtained his college degree in electronic data processing accounting from University of Emergency Management (應急管理大學) in June 2000.

Mr. Ji Qi (紀祺), aged 38, is an executive Director of our Group. He joined our Group in November 2013 and was appointed as our executive Director in September 2025. He is primarily responsible for overseeing our Group’s operational management in fashion and jewelry sectors.

Mr. Ji has served in various business units in our Group, possessing extensive experience in operations and management. From 2017 to 2020, he successively served as a promotion manager and a senior operation manager at Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司). Mr. Ji served as a senior operation manager, an operation director, and a chief talent officer at Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司), a subsidiary of our Group, from July 2020 to December 2024, and has served as its general manager since January 2025.

Mr. Ji obtained a bachelor’s degree in business administration from North University of China (中北大學) in July 2012. Mr. Ji was elected as the president of the Shanghai Changning District Emerging Industries Young Entrepreneurs Association (上海市長寧區新興產業青年創業人才協會) in November 2025.

Non-executive Directors

Mr. Liu Shuxiang (劉樹祥), aged 57, is a non-executive Director of our Group. He joined our Group and was appointed as a non-executive Director in February 2020. Mr. Liu is primarily responsible for providing advice on the overall strategy of our Group.

Mr. Liu has served as a director in several other companies. Since October 2005, he has been serving as a director, a vice manager and a finance manager at Shenzhen Ellassay Fashion Co., Ltd. (深圳歌力思服飾股份有限公司), one of our shareholders, where he is responsible for overseeing the overall management and strategy. Since August 2015, he has been the chairman of the board at Shenzhen Laurel Trading Co., Ltd (深圳市勞芮貿易有限公司), a company engaged in processing, production and sales of clothing. Since September 2023, he has served as a director at Nobis (Shenzhen) Clothing Co., Ltd. (諾北斯(深圳)服飾有限公司), a company engaged in processing, production and sales of clothing.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Liu has extensive experience in accounting and management. Since May 2016, he has been a supervisor of Shenzhen Qianhai Shanglin Investment Management Co., Ltd. (深圳前海上林投資管理有限公司), a company engaged in investment and asset management. Since October 2018, he has served as the general manager at Shenzhen Geno Industrial Co., Ltd. (深圳歌諾實業有限公司), where he is primarily responsible for overall operation management.

Mr. Liu obtained an executive master of business administration (EMBA) degree from Dongbei University of Finance and Economics (東北財經大學) in December 2011. Mr. Liu is a certified tax agent (CTA) issued by China Certified Tax Agent Association in July 2006.

Mr. Guo Zhenwei (郭振煒), aged 42, is a non-executive Director in our Group. He joined our Group and was appointed as our non-executive Director in February 2020. Mr. Guo is primarily responsible for providing advice on the overall strategy of our Group.

Mr. Guo has over 15 years of experience in investing and management. From July 2007 to September 2009, he was a senior auditor at Deloitte Touche Tohmatsu (德勤華永會計師事務所(特殊普通合伙)). From September 2009 to July 2010, he worked as an equity analyst at CICC International Limited (中國國際金融有限公司). Mr. Guo joined HongShan (紅杉中國) in July 2010, and currently serves as a consultant. From June 2018 to August 2024, Mr. Guo has served as a director at Winner Medical Co., Ltd. (穩健醫療用品股份有限公司), a company listed on Shenzhen Stock Exchange (Stock Code: 300888.SZ).

Mr. Guo obtained his bachelor's degree in financial management from Central University of Finance and Economics (中央財經大學) in July 2007, an executive master of business administration (EMBA) degree from China Europe International Business School (中歐國際商學院) in November 2017, and an executive master of business administration (EMBA) from Tsinghua University (清華大學) in December 2025.

Independent non-executive Directors

Mr. Yu Jianhai (余建海), aged 48, is an independent non-executive Director of our Group. He joined our Group and was appointed as our independent non-executive Director in June 2022. He is primarily responsible for supervising and providing independent professional judgement to our Board.

Mr. Yu has over 25 years of professional experience in accounting, financial management and management control. He started his career as an assistant auditor at Qingdao Qindao Limited Liability Accountant Office (青島琴島有限責任會計師事務所) from July 2000 to September 2001. From September 2001 to August 2005, he served as finance manager at Qingdao New Concept Technology Co., Ltd. (青島達山德精工機械有限公司). Mr. Yu joined Henkel Group in August 2005 and successively held various positions across different companies within the group, including serving as finance manager and the manager of supply chain and production operations cost control at Henkel Loctite (China) Co., Ltd. (漢高樂泰(中國)有限公司), the head of business controlling for the general industry division in the Greater China region at Henkle Co. Ltd (漢高股份有限公司), and the head of business controlling for the electronics and industrial division in the Greater China region at Henkel (China) Investment Company limited (漢高(中國)投資有限公司).

DIRECTORS AND SENIOR MANAGEMENT

Mr. Yu obtained his bachelor's degree in economics from Shandong Technology and Business University (formerly China University of Coal Economics) (山東工商學院，原中國煤炭經濟學院), majoring in Accounting (Foreign Economic Relations) in July 2000. Mr. Yu is a member of The Chinese Institute of Certified Public Accountants. Mr. Yu also completed advanced studies in the Chief Financial Officer programme at Hong Kong International Business School (香港國際商學院) and the programme in business administration at the International Business School of the University of International Business and Economics (對外經濟貿易大學).

Mr. Yan Deming (嚴德銘), aged 76, is an independent non-executive Director in our Group. He joined our Group and was appointed as our independent non-executive Director in June 2022. He is primarily responsible for supervising and providing independent judgement to our Board.

Mr. Yan served as a director in several other companies. From May 2013 to May 2016, he was an independent non-executive Director of Shanghai Hyron Software Co., Ltd (上海海隆軟件股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002195.SZ). From December 2014 to December 2020, he served as an independent non-executive director of EmbedWay Technologies (Shanghai) Corporation (恆為科技(上海)股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 603496.SH) and has served as an external director since January 2021. From January 2020 to December 2024, he worked as an independent non-executive director at Shanghai Tele-hot Information Technology Co., Ltd. (上海天好信息技術股份有限公司).

Mr. Yan obtained his college degree in management from Shanghai Institute of Mechanical Engineering (上海機械學院) in July 1985. From February 2000 to April 2021, Mr. Yan served as the deputy secretary-general of the Shanghai Software Industry Association (上海市軟件行業協會). Mr. Yan also successively held the positions of secretary-general, vice chairman and advisor of the Shanghai Digital Trade Association (formerly Software Offshore Business Union of Shanghai) (上海數字貿易協會，原上海軟件對外貿易聯盟). He was accredited as an Outstanding Worker of the National Software Industry Association (全國軟件行業協會先進工作者) by the China Software Industry Association (中國軟件行業協會) in 2004, 2006 and 2007.

Ms. Lin Lin (林琳), aged 48, is an independent non-executive Director in our Group. She joined our Group and was appointed as our independent non-executive Director in June 2022. She is primarily responsible for supervising and providing independent judgement to our Board.

Ms. Lin has over 25 years of experience in legal industry. From July 2000 to May 2002, she worked as an associate at Shanghai EY Chen & Co. Law Firm (上海市瑛明律師事務所). Since May 2002, she has successively served as a lawyer and senior partner at Grandall Law Firm (Shanghai) (國浩律師(上海)事務所).

Ms. Lin obtained her bachelor's degree in international economic law from East China University of Political Science and Law (華東政法大學) in June 2000. She was accredited as one of the top 15 female lawyers in China by Asian Legal Business (亞洲法律雜誌) in March 2021.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Chan Vincent Cham Wai (陳湛偉), aged 53, is an independent non-executive Director of our Group. He was appointed as our independent non-executive Director in April 2026 with effect from the [REDACTED]. He will be primarily responsible for supervising and providing independent judgement to our Board.

Mr. Chan has served as the president at New Century Leasing Limited (HK) (“NCIL”) since 2007 and is responsible for NCIL’s latest growth strategies and ensuring the continual growth of products and partners with the operational growth of NCIL.

Mr. Chan obtained a bachelor of science in Economics from the Wharton School of Business, University of Pennsylvania, and a Master of business administration from Harvard Business School.

SENIOR MANAGEMENT

The following table sets out certain information regarding our senior management.

Name	Age	Position	Date of joining our Group	Date of appointment as a senior management member	Responsibilities	Relationship with other Directors and senior management
Mr. Liu Zhicheng (劉志成)	46	Chairman of the Board, executive Director and chief executive officer	September 2010	September 2010	Leading and managing the Board and overseeing the overall business strategy and management of our Group	Uncle of Mr. Liu Jiangning
Mr. Cheng Cheng-Shun (鄭正順)	58	Executive Director, vice president and co-chief executive officer	February 2020	December 2021	Assisting the chairman in formulating the Group’s business strategy and overseeing its daily operations and management	None
Mr. Liu Jiangning (劉江寧)	38	Executive Director, vice president and chief operating officer	June 2012	February 2020	Overseeing the expansion of the Group’s business and the management in live-streaming sector	Nephew of Mr. Liu Zhicheng

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Group	Date of appointment as a senior management member	Responsibilities	Relationship with other Directors and senior management
Ms. Xu Yundi (許雲笛)	43	Vice president, the board secretary and the chief financial officer	November 2018	November 2018	Coordinating Board-related matters, overseeing financial and development strategies, and managing related business operations	None
Mr. Qiu Yuhong (邱玉洪)	45	Executive Director and vice president	July 2015	February 2020	Overseeing our Group’s operational management in logistic sector	None

Mr. Liu Zhicheng (劉志成), Mr. Cheng Cheng-Shun (鄭正順), Mr. Liu Jiangning (劉江寧), and Mr. Qiu Yuhong (邱玉洪), please refer to sub-section headed “— *Board of Directors — Executive Directors*” for details.

Ms. Xu Yundi (許雲笛), aged 43, is our vice president, the board secretary and the chief financial officer. She joined our Group and was appointed as the chief financial officer in November 2018. She is primarily responsible for coordinating Board-related matters, overseeing financial and development strategies, and managing related business operations.

Ms. Xu has over 20 years of experience in financial management and corporate management. Prior to joining our Group, Ms. Xu worked at PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)), from July 2005 to December 2009, where she last held the position of senior auditor. From January 2010 to June 2018, she worked at Shanghai Rizhi Trading Co., Ltd. (上海日致貿易有限公司), a company principally engaged in the retail of fashion luxury products, where she served as senior assistant to the general manager and the head of finance.

Ms. Xu obtained her bachelor’s degree in international accounting from Shanghai Maritime University (上海海事大學) in June 2005 and completed a minor in law from Fudan University (復旦大學) in January 2004. She was elected as a deputy to the People’s Congress of Changning District (長寧區人大代表) in 2021. Ms. Xu is a member of The China Institute of Certified Public Accountants (中國註冊會計師協會).

JOINT COMPANY SECRETARIES

Ms. Nie Yao (聶瑤), aged 36, was appointed as our joint company secretary in April 2026. She currently serves as our securities affairs representative and is responsible for advancing the [REDACTED] process and managing [REDACTED] relations.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Nie has over 10 years of experience in capital markets. Prior to joining our Group, she successively served as the securities affairs representative at Shanghai Chicmax Cosmetic Co., Ltd (上海上美化妝股份有限公司), a company listed on Hong Kong Stock Exchange (stock code: 02145.HK) and Tibet Urban Development Investment Co., Ltd. (西藏城市發展投資股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 600773.SH), where she was responsible for handling relevant issue of capital market. She also worked at Sanxiang Impression Co., Ltd. (三湘印象股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 000863.SZ) and Shanghai Lixin Ruisi Information Management Co., Ltd. (上海立信銳思信息管理有限公司).

Ms. Nie obtained her bachelor’s degree in accounting from Macquarie University in November 2011. Ms. Nie accredited as a Certified Practicing Accountant (CPA) of Australia and as an intermediate accountant issued by Ministry of Finance of the PRC.

Ms. Chan Hiu Lam (陳曉琳), was appointed as our joint company secretary in April 2026. She currently serves as a manager of company secretarial services of Tricor Services Limited.

She has over 10 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

Ms. Chan is an associate of both The Hong Kong Chartered Governance Institute (HKCGI) and The Chartered Governance Institute in the United Kingdom (CGI). Ms. Chan obtained a master’s degree in corporate governance from Hong Kong Polytechnic University.

BOARD COMMITTEES

Our Company has established three committees under our Board of Directors, namely the audit committee, the nomination committee and the remuneration committee.

Audit Committee

We have established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of the Corporate Governance Code. The audit committee consists of three Directors, namely Mr. Yu Jianhai, Mr. Yan Deming and Ms. Lin Lin, with Mr. Yu Jianhai, our independent non-executive Director, possessing the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules, and serving as the chairman. The audit committee is mainly responsible for reviewing and overseeing the financial reporting procedure and internal control system of our Group.

Remuneration Committee

We have established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The remuneration committee consists of three Directors, namely Mr. Liu, Mr. Yu Jianhai, and Mr. Yan Deming, with Mr. Yu Jianhai serving as the chairman. The remuneration committee is mainly responsible for evaluating the remuneration policies for Directors and senior management of our Group and making recommendations thereon to our Board of Directors.

DIRECTORS AND SENIOR MANAGEMENT

Nomination Committee

We have established the Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of the Corporate Governance Code. The nomination committee consists of three Directors, namely Mr. Liu, Mr. Yu Jianhai and Ms. Lin Lin, with Mr. Yu Jianhai serving as the chairman. The nomination committee is mainly responsible for identifying, screening and recommending to the Board qualified candidates to serve as Directors and monitoring the procedures for evaluating the performance of our Board.

CORPORATE GOVERNANCE

Our Company aims to achieve high standards of corporate governance which are curial to our development and safeguard the interests of our shareholders. To accomplish this, we expect to comply with the Corporate Code set out in Appendix C1 to the Listing Rule after the [REDACTED], except for code provision C.2.1 of Part 2 of the Corporate Governance Code, which provides that the roles of chairman of the board and chief executive officer should be separate and should not be performed by the same individual.

The roles of the chairman and chief executive officer of our Group are currently performed by Mr. Liu. In the view of his substantial contribution to our Group since our establishment and his extensive experience, we consider that having him acting as both our chairman and chief executive officer will provide strong and consistent leadership in our Group and facilitate the efficiency of business strategies. We also consider it appropriate and beneficial to our business development and document that Mr. Liu continues to act as both roles, and therefore currently do not propose to separate the functions of chairman and chief executive officer.

While this would constitute a deviation from code provision C.2.1 of Part 2 of the Corporate Governance Code, our Board believes that this structure will not impair the balance of power and authority between our Board and the management of our Company, given that: (i) there are sufficient checks and balances in our Board, as a decision to be made by our Board requires approval by at least a majority of our Directors, and our Board comprises 4 independent non-executive Directors, which is in compliance with the requirement under the Listing Rules; (ii) Mr. Liu and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of our Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Group. Moreover, the overall strategic and other key business, financial, and operational policies of our Group are made collectively after thorough discussion at both Board and senior management levels. Our Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether the separation of the roles of chairman and chief executive officer is necessary.

DIRECTORS AND SENIOR MANAGEMENT

BOARD DIVERSITY POLICY

To enhance the efficiency of our Board and maintain a high standard of corporate governance, we seek to achieve board diversity through consideration of several factors when selecting the candidate to our Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Upon [REDACTED], our Board will comprise 1 female Director and 10 male Directors. Our Directors have a balanced mix of knowledge and skills, including but not limited to overall management, accounting, marketing, and specialty knowledge. They obtained degrees in diversified majors including law, economics, accounting, business administration, and management. This diverse academic background enables our Board to address challenges and opportunities from multiple perspectives, fostering innovative solutions and formulating comprehensive strategies. We have four independent non-executive Directors with diverse industry backgrounds, accounting for more than one-third of our Board members. In addition, our Board demonstrates diversity in age representation as our Board currently consists of Directors with a wide range of age, ranging from 38 years old to 76 years old. Based on the foregoing, our Board is of the view that the composition of our Board aligns with our Board diversity policy.

Besides, we particularly recognize the importance of gender diversity. We endeavor to ensure that the Board and the Nomination Committee include at least one director whose gender is different from that of the other members. The Nomination Committee will, as far as reasonably practicable, identify and nominate suitable female candidates for the Board and the committees of the Board. The Company will continue to strengthen the development of female talent and provide more advancement opportunities for women, especially when recruiting senior management personnel.

Our nomination committee is responsible for reviewing the diversity of the Board. After [REDACTED], our nomination committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. Our nomination committee will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in March 2026, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive remuneration from our Group in the form of salaries, allowances and benefits in kind, performance related bonuses, equity-settled share-based payment expenses and pension scheme contributions.

The aggregate amount of remuneration (including salaries, allowances and benefits in kind, performance related bonuses, equity-settled share-based payment expenses and pension scheme contributions) paid to our Directors for each of the three years ended December 31, 2023, 2024 and 2025 was RMB12,703,000, RMB22,020,000 and RMB24,929,000, respectively.

The aggregate amount of remuneration (including salaries, allowances and benefits in kind, performance related bonuses, equity-settled share-based payment expenses and pension scheme contributions) paid to our five highest paid individuals, excluding our Directors, for each of the three years ended December 31, 2023, 2024 and 2025 was RMB5,920,000, RMB5,639,000 and RMB4,246,000, respectively.

No remuneration was paid by us to our Directors or our five highest paid individuals as an inducement to join or upon joining our Group during the Track Record Period. No compensation was paid to, or receivable by, our Directors or past directors during the Track Record Period for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. Furthermore, none of our Directors had waived or agreed to waive any remuneration during the Track Record Period.

Under the arrangements in force as of the Latest Practicable Date, we estimate the aggregate remuneration, including discretionary bonus, of our Directors for the year ending December 31, 2026 to be approximately RMB29,000,000.

For additional information on our Directors’ remuneration during the Track Record Period as well as information on our five highest paid individuals, please see “Directors’, Chief Executives’ and Supervisors’ Remuneration” in “Appendix I — Accountants’ Report.”.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISOR

Our Company appointed Maxa Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. The compliance advisor will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this Document or where our business activities, developments or results deviate from any forecast, estimate, or other information in this Document; and
- (d) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of our [REDACTED], the possible development of a false market in [REDACTED], or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment of the compliance advisor will commence on the [REDACTED] and end on the date when our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

FINANCIAL INFORMATION

You should read the following discussion and analysis with our audited consolidated financial information, including the notes thereto, included in the Accountants’ Report in Appendix I to this Document. Our consolidated financial information has been prepared in accordance with the IFRS Accounting Standards.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties. In evaluating our business, you should carefully consider the information provided in this Document, including but not limited to the sections headed “Risk Factors” and “Business.”

For the purpose of this section, unless the context otherwise requires, references to 2023, 2024 and 2025 refer to our financial years ended December 31 of such years. Unless the context otherwise requires, financial information described in this section is described on a consolidated basis.

OVERVIEW

We are a digital retail operation service provider in China with a focus on mid-to-premium brands. By integrating consumer insights, aesthetic expertise, digitalization technology and systemized operation and utilizing AI-powered tools, we provide brand owners with end-to-end, multi-channel intelligent retail solutions that deliver measurable impact.

Building on our core capabilities, we operate three businesses during the Track Record Period: (i) E-commerce operation services, whereby we provide a full suite of services for brand owners to grow their online sales; (ii) branding services, whereby we collaborate with brand owners to formulate and execute online sales and marketing strategies through various campaigns and integrated marketing initiatives; and (iii) sales of goods, whereby we occasionally engage in small-scale sale of goods for brand owners.

Throughout over 15 years of operating history in the market of online retail integrated operation service for brands, we have been dedicated to serving sectors centered on “aesthetics”, such as fashion, jewelry, sportswear and outdoor, and beauty. As a result, we established deep competitive moats across these sectors, making us one of the few players to serve leading brand owners across all major platforms, including Tmall, Douyin and JD.com. Leveraging our integrated operation capabilities and services tailored to mid-to-premium brands, we command leading positions in terms of GMV from e-commerce operation services, which reached RMB39.7 billion in 2025, making us the second largest provider of brand online retail integrated operations services in China with a market share of approximately 2.7%, according to Frost & Sullivan. In its sub-market for overseas brands, i.e., brands with global headquarters outside Chinese Mainland, we ranked first with a market share of 8.8%, and we are also the largest DP operations services provider in China, with a market share of 4.6% by the same metric, according to Frost & Sullivan.

FINANCIAL INFORMATION

In 2023, 2024 and 2025, our revenue amounted to RMB1,318.3 million, RMB1,419.1 million, and RMB1,586.6 million, respectively. In the same years, our profit for the year amounted to RMB250.1 million, RMB143.2 million and RMB214.1 million, respectively.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our historical financial condition and results of operations have been affected by a number of factors which we believe will continue to affect our financial condition and results of operations in the future. Our results are primarily affected by the following factors:

Relationship with Brand Owners

During the Track Record Period, we generated revenue from providing e-commerce operation services, branding services and sale of goods businesses. Brand owners are essential to all of these businesses as they are typically the contractual counterparties of such businesses. Therefore, winning mandates from new brand owners, and renewal of mandates on the same or more favorable terms for us, is important for our continued success.

For our sales of good business, we also purchase merchandise from certain brand owners or their authorized distributors, making these brand owners our suppliers, and the volume and procurement price of such merchandise are determined by our mutual agreements.

Given that our profitability is substantially influenced by the terms and conditions under our agreements with brand owners, our ability to bargain and maintain long-term and stable relationships with them while continuously attracting new brand owners is crucial in ensuring our revenue growth, goods supply and overall business success. One brand owner may represent a single brand or multiple brands, and our services are structured and delivered on a single brand basis. As of December 31, 2023, 2024 and 2025, we provided e-commerce operation services to 131, 138 and 151 brands (includes only brand that contributed RMB500 thousand or more in revenue for the year), respectively. As of December 31, 2025, we had provided services to 68 brands for over three years.

Our success in building and maintaining this strong brand owner base is founded on our ability to identify evolving market trends and to offer solutions that cater to the needs of brand owners. We strategically focus on fashion, jewelry, sportswear and outdoor and beauty sectors, and keep ourselves abreast of the newest developments across all e-commerce channels, including shelf-based and interest-based e-commerce platforms. This market insight allows us to align our partners’ strategies with evolving consumer preferences and market dynamics, which is crucial for enhancing brand awareness and driving sales conversion. By remaining responsive to these trends, we can effectively tailor our solutions to meet the specific demands of a brand’s target audience, ensuring greater consumer satisfaction and loyalty.

Brand owners pay us service fees in exchange of the suite of services that we provide, which are categorized into e-commerce operation services and branding services. Service fees for our e-commerce operation services include performance-based fees and/or various other fees, both of which may vary based on the scope, channel coverage and scale of services

FINANCIAL INFORMATION

provided. The majority of our service fees are performance-based, calculated as a specified percentage of total net sales, representing GMV minus refunds, generated on corresponding e-commerce platforms. For details, see “Business—Our Solutions—E-commerce Operation Services—Contract Terms.” As such, the results our service can achieve, which can be manifested through the GMV, not only directly impacts our ability to win new mandates and renew existing mandates, but also our revenue. However, refunds, which can be affected by a number of factors beyond our control, including platform policies, product categories, brand owner strategies and consumer preferences, can result in a divergence between GMV growth and our revenue growth. In addition, the service fee percentage we charge may differ among brands of different scale and sectors. In general, we typically agree for lower percentages with brands with larger scale. Service fees for our branding services are generally fixed fees based on projects we engage in including all costs incurred by us. For details, see “Business—Our Solutions—Branding Services—Contract Terms.”

Our Ability to Manage Our Mix of Businesses and Solutions

We generate revenue through three businesses, each of which and the solutions offered within them have different pricing mechanisms and margin profiles. Our profitability is affected by our ability to price our solutions to achieve our intended profit margins, and our results of operation for a given period will be affected by the mix of our solutions.

Our e-commerce operation and branding services require significant inputs of various resources, including skilled and experienced staff. As such, their profitability is driven by our operational scale, technological efficiency and the expertise of our teams. Furthermore, the margin profile within these businesses is also influenced by factors including the types of services and solutions we provide. For example, our TP business generally has a higher margin profile compared to more resource-intensive DP business historically, and profitability further varies depending on the product types our business partners sell, the distinct operational requirements of different e-commerce platform ecosystems, and our relative bargaining power with brand owners of varying scale and market presence. However, the DP business is to promote sales on interest-based e-commerce platforms, such as Douyin, a nascent business model. As such, the relative profitability of our different businesses may change in the future. Separately, our sale of good business is dependent on our merchandising expertise, our bargaining power with brand owners on procurement, and our ability to efficiently liquidate stock through our channels.

Our success is also linked to our ability to navigate and master a complex and evolving landscape of e-commerce channels. We have established a comprehensive presence across shelf-based and interest-based e-commerce platforms. Our profitability is also affected by the mix of platforms we manage for brand owners as operating on different e-commerce platforms often involves different investment and operational strategies. In addition, the extensive user bases and high traffic on these platforms directly drive sales potential for brand owners, which impacts our performance-based fees. We are committed to diversifying our channel coverage, adapting our strategy in view of the changing policies of each channel, and actively pursuing collaborations with emerging channels, including social media and live streaming platforms, to take advantage of market trends and capture growth opportunities therein.

FINANCIAL INFORMATION

Consequently, our overall revenue composition and financial performance are directly influenced by the relative contribution of the aforementioned factors and performance of each of these solutions during a given period. Our ability to strategically manage this mix is therefore crucial.

Our Ability to Effectively Invest in and Leverage Our Technology

During the Track Record Period, we continued investing in our R&D team, operation software and other AI-powered technology tools. We expect to keep ongoing investment in our R&D capabilities to further enhance operating efficiency and drive higher business output. See “Future Plans and [REDACTED].”

As such investments can be substantial, our results of operations are affected by our ability to make such investments in a cost-effective manner and leverage the resulting improvements, especially those related to AI. Investments in these technologies and technology infrastructure may help us improve our solutions to better serve brand owners and enhance their business performance, which may in turn contribute to our ability to retain and attract brand owners. It may also help us increase our operating efficiency to increase our profit and consequently maintain our growth momentum.

Our Ability to Control Costs and Manage Working Capital.

Our results of operations depend on our ability to efficiently manage our costs and expenses and our ability to manage working capital. During the Track Record Period, our cost of sales and operating expenses primarily consisted of payroll and benefits. We expect our payroll and benefits as a percentage of revenue to decrease given the economies of scale and as we continue to implement efficiency improvement measures, including streamlining operational procedures and deploying AI models. By expanding our collaboration with brand owners and capitalizing on our continuous investment in digitalization, automation and intelligent technologies, we expect to achieve revenue growth at a rate exceeding that of our cost of sales and expenses, thereby continually improving our operational efficiency.

BASIS OF PRESENTATION

Our historical financial information has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board. All IFRS Accounting Standards effective for the accounting period commencing from January 1, 2025, together with the relevant transitional provisions, have been early adopted by us in the preparation of the historical financial information throughout the Track Record Period.

Our historical financial information has been prepared under the historical cost convention, except for financial asset at fair value through profit or loss, which have been measured at fair value.

See Note 2.1 to “Appendix I—Accountants’ Report.”

FINANCIAL INFORMATION

MATERIAL ACCOUNTING POLICIES AND ESTIMATES

Note 3 to “Appendix I—Accountants’ Report” to this document sets forth certain material accounting policies, which are important for understanding our financial condition and results of operations.

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments relating to accounting items. The estimates and assumptions we use and the judgments we make in applying our accounting policies have a significant impact on our financial position and results of operations. Our management continually evaluates such estimates, assumptions and judgments based on past experiences and other factors, including industry practices and expectations of future events that are believed to be reasonable under the circumstances. During the Track Record Period, there was no material deviation between our management’s estimates or assumptions and actual results, and we did not make any material changes to these estimates or assumptions. We do not expect any material changes in these estimates and assumptions in the foreseeable future. See Note 3 to “Appendix I—Accountants’ Report.”

RESULTS OF OPERATIONS

	Year Ended December 31,					
	2023		2024		2025	
<i>(in RMB thousands, except for percentages)</i>						
Revenue	1,318,258	100.0%	1,419,074	100.0%	1,586,576	100.0%
Cost of sales	(827,770)	(62.8)%	(951,882)	(67.1)%	(1,057,427)	(66.6)%
Gross profit	490,488	37.2%	467,192	32.9%	529,149	33.4%
Other income and gains	62,953	4.8%	20,180	1.4%	51,295	3.2%
Selling and marketing expenses	(52,792)	(4.0)%	(65,781)	(4.6)%	(65,714)	(4.1)%
Research and development						
expenses	(67,322)	(5.1)%	(68,855)	(4.9)%	(77,967)	(4.9)%
Administrative expenses	(134,228)	(10.2)%	(172,461)	(12.2)%	(163,891)	(10.3)%
Finance costs	(4,458)	(0.3)%	(18,432)	(1.3)%	(27,701)	(1.7)%
Other expenses	(59)	(0.1)%	(1,911)	(0.1)%	(336)	(0.0)%
(Impairment losses)/reversal of impairment losses on financial assets	(5,901)	(0.4)%	1,829	0.2%	(3,127)	(0.4)%
Profit before tax	288,681	21.9%	161,761	11.4%	241,708	15.2%
Income tax expense	(38,619)	(2.9)%	(18,533)	(1.3)%	(27,627)	(1.7)%
Profit for the year	250,062	19.0%	143,228	10.1%	214,081	13.5%

FINANCIAL INFORMATION

NON-IFRS MEASURES

To supplement our consolidated financial statements that are presented in accordance with the IFRS Accounting Standards, we also use adjusted profit for the year (a non-IFRS measure) and adjusted net margin (a non-IFRS measure), as additional financial measures, which are not required by, or presented in accordance with IFRS Accounting Standards. We believe that these non-IFRS measures facilitate comparisons of operating performance from period to period by eliminating potential impact of certain items. We believe that these measures provide useful information to investors and others in understanding and evaluating our consolidated financial statements in the same manner as they help our management. However, our presentation of adjusted profit for the year (a non-IFRS measure) and adjusted net margin (a non-IFRS measure) may not be comparable to similar item measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as substitute for analysis of, our consolidated financial statements or financial condition as reported under IFRS Accounting Standards. We define adjusted profit for the year (a non-IFRS measure) as profit for the year adjusted for equity-settled share-based payment expenses (a non-cash item) and [REDACTED]. We define adjusted net margin (a non-IFRS measure) as adjusted profit for the year (a non-IFRS measure) as a percentage of our total revenue.

	Year Ended December 31,		
	2023	2024	2025
	<i>(in RMB thousands, except for percentages)</i>		
Profit for the year	250,062	143,228	214,081
Add:			
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Equity-settled share-based payment expenses	14,851	26,285	28,659
Adjusted profit for the year (a non-IFRS measure)	264,913	169,513	247,695
<i>Adjusted net margin (a non-IFRS measure)</i>	<i>20.1%</i>	<i>11.9%</i>	<i>15.6%</i>

FINANCIAL INFORMATION

PRINCIPAL COMPONENTS OF RESULTS OF OPERATIONS

Revenue

By Business

	Year ended December 31,					
	2023		2024		2025	
<i>(in RMB thousands, except for percentages)</i>						
E-Commerce						
Operation Services	1,152,005	87.4%	1,246,128	87.8%	1,387,061	87.4%
TP business	939,431	71.3%	921,648	64.9%	1,038,855	65.5%
DP business	212,574	16.1%	324,480	22.9%	348,206	21.9%
Branding Services	105,040	8.0%	106,433	7.5%	123,857	7.8%
Sale of Goods	61,213	4.6%	66,513	4.7%	75,658	4.8%
Total	1,318,258	100.0%	1,419,074	100.0%	1,586,576	100.0%

During the Track Record Period, in tandem with the emergence of merchandise sales on interest-based e-commerce platforms, our DP business continued to grow in absolute terms and contributed an increasing proportion to our total revenue.

GMV from E-commerce Operation Services

	Year Ended December 31,		
	2023	2024	2025
<i>(in RMB thousands)</i>			
E-Commerce Operation Services . . .	23,389,385	28,903,693	39,672,707
TP business.	19,601,076	22,116,818	30,738,397
DP business	3,788,309	6,786,875	8,934,310

FINANCIAL INFORMATION

Brand Numbers

	Year Ended December 31,		
	2023	2024	2025
	Brands ⁽¹⁾	Brands ⁽¹⁾	Brands ⁽¹⁾
E-Commerce Operation Services⁽²⁾	131	138	151
TP business ⁽²⁾	121	126	137
DP business ⁽²⁾	29	37	38

Notes:

(1) There were overlapping brands among our businesses.

(2) The number of brands includes brand that contributed RMB500 thousand or more in revenue.

During the Track Record Period, substantially all of our revenue was generated from our operations in Chinese Mainland.

Cost of Sales

Our cost of sales primarily consists of (i) payroll and benefits, primarily for the specialists who engage in the operation services, (ii) depreciation and amortization, (iii) cost of purchased services, mainly for promotion from platforms, filming and livestream directing, (iv) cost of logistics, (v) cost of goods sold, (vi) property management costs, and (vii) others, mainly including costs for packaging materials in logistics and warehousing and expenses for low-value consumables. During the Track Record Period, our depreciation and amortization and property management costs were primarily related to our new leased premises for live-streaming services and warehouse.

	Year Ended December 31,					
	2023		2024		2025	
<i>(in RMB thousands, except for percentages)</i>						
Payroll and benefits	572,595	69.2%	657,479	69.1%	715,262	67.6%
Depreciation and amortization	72,603	8.8%	80,133	8.4%	89,595	8.5%
Cost of purchased services	45,110	5.4%	63,205	6.6%	80,857	7.6%
Cost of logistics	59,931	7.2%	63,029	6.6%	68,915	6.5%
Cost of goods sold	35,177	4.2%	37,760	4.0%	43,299	4.1%
Property management costs	19,876	2.4%	27,193	2.9%	32,699	3.1%
Others	22,478	2.8%	23,083	2.4%	26,800	2.6%
Total	827,770	100.0%	951,882	100.0%	1,057,427	100.0%

FINANCIAL INFORMATION

Gross Profit and Gross Profit Margin

	Year Ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
<i>(in RMB thousands, except for percentages)</i>						
E-Commerce Operation						
Services	435,762	37.8%	413,079	33.1%	470,982	34.0%
TP business	365,201	38.9%	318,237	34.5%	369,742	35.6%
DP business	70,561	33.2%	94,842	29.2%	101,240	29.1%
Branding Services	29,406	28.0%	25,875	24.3%	26,185	21.1%
Sale of Goods	25,320	41.4%	28,238	42.5%	31,982	42.3%
Total	490,488	37.2%	467,192	32.9%	529,149	33.4%

During the Track Record Period, our DP business was more resource intensive and therefore carried a lower margin than our TP business. However, as the DP business is a relatively new business model, the margin profile can change in the future, which in turn can result in a change in the relative profitability of our different businesses.

Other Income and Gains

Our other income and gains consist of (i) government grants and subsidies related to income (ii) investment income primarily from wealth management products, (iii) interest income, and (iv) others, primarily including disposal of fixed assets and compensation received for lost courier items. There are no unfulfilled conditions or contingencies relating to the government grants.

	Year Ended December 31,					
	2023		2024		2025	
<i>(in RMB thousands, except for percentages)</i>						
Government grants related						
to income	50,330	79.9%	6,931	34.3%	37,232	72.6%
Investment income	10,008	15.9%	11,023	54.6%	11,657	22.7%
Interest income	1,714	2.7%	1,439	7.1%	1,837	3.6%
Others	901	1.5%	787	4.0%	569	1.1%
Total	62,953	100.0%	20,180	100.0%	51,295	100.0%
<i>as % of total revenue</i>		<i>4.8%</i>		<i>1.4%</i>		<i>3.2%</i>

FINANCIAL INFORMATION

Selling and Marketing Expenses

Our selling and marketing expenses consist of (i) payroll and benefits, (ii) business development and office expenses, (iii) service fees related to promotions, e-commerce platform service fees and cloud server subscriptions, (iv) depreciation and amortization and (v) others, mainly including packaging materials and consumables, and insurance premiums.

	Year Ended December 31,					
	2023		2024		2025	
	(in RMB thousands, except for percentages)					
Payroll and benefits	38,863	73.6%	49,561	75.3%	49,310	75.0%
Business development and office expenses	6,699	12.7%	7,602	11.6%	6,209	9.4%
Service fees	3,349	6.3%	4,269	6.5%	4,643	7.1%
Depreciation and amortization	3,262	6.2%	2,878	4.4%	4,515	6.9%
Others	619	1.2%	1,471	2.2%	1,037	1.6%
Total	52,792	100.0%	65,781	100.0%	65,714	100.0%
as % of total revenue		4.0%		4.6%		4.1%

Research and Development Expenses

Our research and development expenses consist of (i) payroll and benefits and (ii) depreciation and amortization.

	Year Ended December 31,					
	2023		2024		2025	
	(in RMB thousands, except for percentages)					
Payroll and benefits	64,912	96.4%	65,640	95.3%	72,564	93.1%
Depreciation and amortization	2,410	3.6%	3,215	4.7%	5,403	6.9%
Total	67,322	100.0%	68,855	100.0%	77,967	100.0%
as % of total revenue		5.1%		4.9%		4.9%

FINANCIAL INFORMATION

Administrative Expenses

Our administrative expenses consist of (i) payroll and benefits, (ii) service fees mainly related to equity financing activities, recruitment and IT services, (iii) business development and office expenses, (iv) depreciation and amortization, and (v) others, primarily including expenses for packaging consumables, and insurance premiums.

	Year Ended December 31,					
	2023		2024		2025	
	(in RMB thousands, except for percentages)					
Payroll and benefits	95,553	71.2%	120,169	69.7%	116,484	71.1%
Service fees	15,839	11.8%	12,055	7.0%	17,529	10.7%
Business development and office expenses	11,462	8.5%	17,439	10.1%	16,616	10.1%
Depreciation and amortization	8,706	6.5%	20,230	11.7%	10,437	6.4%
Others	2,668	2.0%	2,568	1.5%	2,825	1.7%
Total	134,228	100.0%	172,461	100.0%	163,891	100.0%
as % of total revenue		10.2%		12.2%		10.3%

Finance Costs

Our finance costs represent interest on lease liabilities. In 2023, 2024 and 2025, our finance costs amounted to RMB4.5 million, RMB18.4 million and RMB27.7 million, representing 0.3%, 1.3% and 1.7% of our total revenue in each of the respective years.

Impairment Losses/Reversal of Impairment Losses on Financial Assets

Our impairment losses/reversal of impairment losses on financial assets represent our net impairment losses/reversal recognized on trade receivables, financial assets included in prepayments, other receivables and other assets. In 2023 and 2025, we recorded impairment loss of financial assets, net of RMB5.9 million and RMB3.1 million, respectively. In 2024, we recorded reversal of impairment loss on financial assets of RMB1.8 million.

Income Tax Expense

We recorded income tax expense of RMB38.6 million, RMB18.5 million and RMB27.6 million in 2023, 2024 and 2025, respectively. During the Track Record Period and up to the Latest Practicable Date, we fulfilled all our tax obligations and did not have any unresolved tax disputes. The income tax expense primarily reflected the combined effect of current tax and deferred tax arising from the statutory and preferential income tax rates applicable to our Group’s entities. During the Track Record Period, our PRC subsidiaries were generally subject to a statutory income tax rate of 25%, while Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd and Shanghai Buy Quickly E-Vogue Network Services Co., Ltd were accredited as a “High and New Technology Enterprise” and was entitled to a reduced preferential CIT rate of 15%. For details, see Note 10 to “Appendix I—Accountants’ Report.”

FINANCIAL INFORMATION

YEAR-ON-YEAR COMPARISON OF RESULTS OF OPERATIONS

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Revenue

	Year Ended December 31,		
	2024	2025	% Change
	<i>(in RMB thousands, except for percentages)</i>		
E-Commerce Operation Services . .	1,246,128	1,387,061	11.3%
TP business	921,648	1,038,855	12.7%
DP business	324,480	348,206	7.3%
Branding Services	106,433	123,857	16.4%
Sale of Goods	66,513	75,658	13.7%
Total	1,419,074	1,586,576	11.8%

Our total revenue increased by 11.8% from RMB1,419.1 million in 2024 to RMB1,586.6 million in 2025 due to increase in our revenue from all three businesses.

E-Commerce Operation Services

Our revenue from e-commerce operation services increased by 11.3% from RMB1,246.1 million in 2024 to RMB1,387.1 million in 2025, primarily due to a 12.7% increase in revenue from TP business from RMB921.6 million in 2024 to RMB1,038.9 million in 2025, mainly attributable to (i) the increase in the number of brands to whom we provided TP business from 126 to 137, as the performance of our TP business services gains broader brand owner recognition, and (ii) a 39.0% increase in our GMV driven by our efficient execution of our solutions on the platforms to attract more consumer purchases, and an increase in GMV per brand as a result of our success in securing mandates from new high-quality brands. In particular, we secured mandates from several brands with larger scale, which resulted in our GMV outgrowing our revenue from TP business.

This revenue increase also resulted from a 7.3% increase in revenue from DP business from RMB324.5 million in 2024 to RMB348.2 million in 2025, mainly attributable to a 31.6% increase in our GMV driven by our efficient execution of our solutions on the platforms to attract more consumer purchases. Our GMV outgrew our revenue from DP business primarily due to an increase in refunds as a result of a greater proportion of GMV generated from product categories that generally have higher rates of refund in line with industry norm.

FINANCIAL INFORMATION

Branding Services

Our revenue from branding services increased by 16.4% from RMB106.4 million in 2024 to RMB123.9 million in 2025, primarily due to an increase in the number of branding projects from brands with larger scale we engaged in 2025.

Sale of Goods

Our revenue from sale of goods increased by 13.7% from RMB66.5 million in 2024 to RMB75.7 million in 2025, primarily due to an increase in the sales volume mainly attributable to an increase in the scale of our distribution channels.

Cost of sales

	Year Ended December 31,		
	2024	2025	% Change
	<i>(in RMB thousands, except for percentages)</i>		
Payroll and benefits	657,479	715,262	8.8%
Depreciation and amortization . . .	80,133	89,595	11.8%
Cost of purchased services	63,205	80,857	27.9%
Cost of logistics	63,029	68,915	9.3%
Cost of goods sold	37,760	43,299	14.7%
Property management costs	27,193	32,699	20.2%
Others	23,083	26,800	16.1%
Total	951,882	1,057,427	11.1%
<i>as % of total revenue</i>	<i>67.1</i>	<i>66.6</i>	

Our cost of sales increased by 11.1% from RMB951.9 million in 2024 to RMB1,057.4 million in 2025 primarily due to (i) an 8.8% increase in payroll and benefits of RMB57.8 million, mainly attributable to increase in the number of employees and compensation, (ii) a 27.9% increase in cost of purchased services of RMB17.7 million, mainly attributable to increase in the number of campaigns and (iii) a 11.8% increase in depreciation and amortization of RMB9.5 million, mainly attributable to new leased premises for live-streaming services.

FINANCIAL INFORMATION

Gross profit and gross profit margin

	Year Ended December 31,			
	2024		2025	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
<i>(in RMB thousands, except for percentages)</i>				
E-commerce operation				
services	413,079	33.1%	470,982	34.0%
TP business	318,237	34.5%	369,742	35.6%
DP business	94,842	29.2%	101,240	29.1%
Branding services	25,875	24.3%	26,185	21.1%
Sale of goods	28,238	42.5%	31,982	42.3%
 Total	 467,192	 32.9%	 529,149	 33.4%

Our gross profit increased by 13.3% from RMB467.2 million in 2024 to RMB529.1 million in 2025 due to increase in gross profit from all businesses. Our gross profit margin increased from 32.9% in 2024 to 33.4% in 2025.

E-Commerce Operation Services

Our gross profit from e-commerce operation services increased by 14.0% from RMB413.1 million in 2024 to RMB471.0 million in 2025, primarily due to (i) an increase in gross profit from TP business from RMB318.2 million in 2024 to RMB369.7 million in 2025, mainly attributable to an increase in revenue from the TP business and an increase in gross profit margin from the TP business from 34.5% to 35.6% as a result of increased personnel efficiency, resulting in our revenue outgrowing labor costs, and (ii) an increase in gross profit from DP business from RMB94.8 million in 2024 to RMB101.2 million, mainly attributable to an increase in revenue from DP business.

Branding Services

Our gross profit from branding services increased by 1.2% from RMB25.9 million in 2024 to RMB26.2 million in 2025, primarily due to the increase in revenue from branding services. Our gross profit margin from branding services decreased from 24.3% in 2024 to 21.1% in 2025, mainly attributable to increase in branding service categories with lower margin to cater brand owners’ evolving demand and maintain long-term relationships with brand owners.

Sale of Goods

Our gross profit from sale of goods increased by 13.3% from RMB28.2 million in 2024 to RMB32.0 million in 2025, primarily due to the increase in revenue from sale of goods. Our gross profit margin from sale of goods remained stable at 42.5% in 2024 and 42.3% in 2025.

FINANCIAL INFORMATION

Other Income and Gains

Other income and gains, net increased from RMB20.2 million in 2024 to RMB51.3 million in 2025, primarily due to an increase in government grants related to income from RMB6.9 million in 2024 to RMB37.2 million in 2025. A majority of our government grants are one-time and non-recurring.

Selling and Marketing Expenses

	Year Ended December 31,		% Change
	2024	2025	
	<i>(in RMB thousands, except for percentages)</i>		
Selling and marketing expenses . . .	65,781	65,714	(0.1)%
as % of total revenue	4.6%	4.1%	

Our selling and marketing expenses remained stable at RMB65.8 million in 2024 and RMB65.7 million in 2025 as our business development team entered stable operational stage. This also resulted in a decrease in our selling and marketing expenses as a percentage of our total revenue from 4.6% in 2024 to 4.1% in 2025.

Research and Development Expenses

	Year Ended December 31,		% Change
	2024	2025	
	<i>(in RMB thousands, except for percentages)</i>		
Research and development expenses	68,855	77,967	13.2%
as % of total revenue	4.9%	4.9%	

Our research and development expenses increased by 13.2% from RMB68.9 million in 2024 to RMB78.0 million in 2025, primarily due to (i) an increase in payroll and benefits from RMB65.6 million in 2024 to RMB72.6 million in 2025, mainly attributable to increase in the number of R&D employees for continued R&D advancement in AI application in our operations and (ii) an increase in depreciation and amortization from RMB3.2 million in 2024 to RMB5.4 million in 2025, mainly attributable to increased cloud server subscription and additional R&D equipment. Our research and development expenses as a percentage of our total revenue remained stable at 4.9% in 2024 and 2025.

FINANCIAL INFORMATION

Administrative Expenses

	Year Ended December 31,		
	2024	2025	% Change
	<i>(in RMB thousands, except for percentages)</i>		
Administrative expenses	172,461	163,891	(5.0)%
as % of total revenue	12.2%	10.3%	

Our administrative expenses decreased by 5.0% from RMB172.5 million in 2024 to RMB163.9 million in 2025, primarily due to (i) a decrease in depreciation and amortization from RMB20.2 million in 2024 to RMB10.4 million in 2025, mainly attributable to completion of amortization for our prior office building renovation and (ii) a decrease in payroll and benefits from RMB120.2 million in 2024 to RMB116.5 million in 2025, mainly attributable to organizational restructuring. As such, our administrative expenses as a percentage of our total revenue decreased from 12.2% in 2024 to 10.3% in 2025.

Impairment Losses/Reversal of Impairment Losses on Financial Assets

Our impairment losses/reversal of impairment losses on financial assets changed from a reversal of impairment losses on financial assets of RMB1.8 million in 2024 to an impairment loss on financial assets of RMB3.1 million in 2025, primarily due to increase in impairment loss on trade receivables.

Finance Costs

Our finance costs increased from RMB18.4 million in 2024 to RMB27.7 million in 2025, primarily due to increase in the carrying amount of our lease liabilities attributable to new leased premises.

Income Tax Expense

Our income tax expense increased from RMB18.5 million in 2024 to RMB27.6 million in 2025, primarily due to an increase in taxable profits. Our effective tax rate, calculated by our income tax expense as a percentage of our profit before tax, remained stable at 11.5% in 2024 and 11.4% in 2025.

Profit for the Year

As result of the foregoing, our profit for the year increased from RMB143.2 million in 2024 to RMB214.1 million in 2025.

FINANCIAL INFORMATION

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

	Year Ended December 31,		
	2023	2024	% Change
	<i>(in RMB thousands, except for percentages)</i>		
E-Commerce Operation Services . .	1,152,005	1,246,128	8.2%
TP business	939,431	921,648	(1.9)%
DP business	212,574	324,480	52.6%
Branding Services	105,040	106,433	1.3%
Sale of Goods	61,213	66,513	8.7%
 Total	 1,318,258	 1,419,074	 7.6%

Our total revenue increased by 7.6% from RMB1,318.3 million in 2023 to RMB1,419.1 million in 2024 due to increase in our revenue from all three businesses.

E-Commerce Operation Services

Our revenue from e-commerce operation services increased by 8.2% from RMB1,152.0 million in 2023 to RMB1,246.1 million in 2024, primarily due to a 52.6% increase in revenue from DP business, mainly attributable to (i) an increase in number of brands to whom we provided DP business from 29 to 37, as the performance of our DP business gains broader brand owner recognition and (ii) a 79.2% increase in our GMV driven by our efficient execution of our solutions on the platforms to attract more consumer purchases, and an increase in GMV per brand as a result of our success in securing mandates from new high-quality brand owner. In particular, we secured mandates from several brands with larger scale, which resulted in our GMV outgrowing our revenue from DP business.

This increase was partially offset by a 1.9% decrease in revenue from TP business from RMB939.4 million in 2023 to RMB921.6 million in 2024 despite an increase in GMV, primarily due to an increase in refunds, which in turn was primarily due to a change in policies adopted by e-commerce platforms in 2024.

Branding Services

Our revenue from branding services increased by 1.3% from RMB105.0 million in 2023 to RMB106.4 million in 2024, primarily due to an increase in the number of branding projects from brands with larger scale we engaged in 2024.

FINANCIAL INFORMATION

Sale of Goods

Our revenue from sale of goods increased by 8.7% from RMB61.2 million in 2023 to RMB66.5 million in 2024, primarily due to (i) an increase in sales volume for certain brands and (ii) an increase in the number of our distribution channels.

Cost of sales

	Year Ended December 31,		
	2023	2024	% Change
	<i>(in RMB thousands, except for percentages)</i>		
Payroll and benefits	572,595	657,479	14.8%
Depreciation and amortization . . .	72,603	80,133	10.4%
Cost of purchased services	45,110	63,205	40.1%
Cost of logistics	59,931	63,029	5.2%
Cost of goods sold	35,177	37,760	7.3%
Property management costs	19,876	27,193	36.8%
Others	22,478	23,083	2.7%
Total	827,770	951,882	15.0%
<i>as % of total revenue</i>	<i>62.8%</i>	<i>67.1%</i>	

Cost of sales increased by 15.0% from RMB827.8 million in 2023 to RMB951.9 million in 2024, primarily due to (i) a 14.8% increase in payroll and benefits of RMB84.9 million, mainly attributable to increase in the number of employees, (ii) a 40.1% increase in cost of purchased services of RMB18.1 million, mainly attributable to increase in the number of campaigns, (iii) a 10.4% increase in depreciation and amortization of RMB7.5 million and (iv) a 36.8% increase in property management costs of RMB7.3 million, mainly attributable to new leased premises for live-streaming services and commencement of operation of our warehouse in Huzhou.

FINANCIAL INFORMATION

Gross profit and gross profit margin

	Year Ended December 31,			
	2023		2024	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
	<i>(in RMB thousands, except for percentages)</i>			
E-commerce operation				
services	435,762	37.8%	413,079	33.1%
TP business	365,201	38.9%	318,237	34.5%
DP business	70,561	33.2%	94,842	29.2%
Branding services	29,406	28.0%	25,875	24.3%
Sale of Goods	25,320	41.4%	28,238	42.5%
Total	490,488	37.2%	467,192	32.9%

Our gross profit decreased from RMB490.5 million in 2023 to RMB467.2 million in 2024. Our gross profit margin decreased from 37.2% in 2023 to 32.9% in 2024.

E-Commerce Operation Services

Our gross profit from e-commerce operation services decreased by 5.2% from RMB435.8 million in 2023 to RMB413.1 million in 2024, primarily due to a decrease in gross profit from TP business from RMB365.2 million in 2023 to RMB318.2 million in 2024, mainly attributable to (i) a decrease in revenue from TP business and (ii) a decrease in gross profit margin from TP business from 38.9% in 2023 to 34.5% in 2024, primarily due to the fact that services for certain brands were still in the ramp-up stage.

The effect of such decrease was partially offset by an increase in gross profit from DP business from RMB70.6 million in 2023 to RMB94.8 million in 2024, primarily due to an increase in revenue from DP business, despite a decrease in gross profit margin from DP business from 33.2% to 29.2%, mainly attributable to new leased premises and the fact that services for certain brands were still in the ramp-up stage.

Branding Services

Our gross profit from branding services decreased by 12.0% from RMB29.4 million in 2023 to RMB25.9 million in 2024, primarily due to a decrease in gross profit margin from 28.0% in 2023 to 24.3% in 2024, mainly attributable to increase in branding service categories with lower margin to cater brand owners’ evolving demand and maintain long-term relationships with brand owners.

FINANCIAL INFORMATION

Sale of Goods

Our gross profit from sale of goods increased by 11.5% from RMB25.3 million in 2023 to RMB28.2 million in 2024, primarily due to (i) an increase in revenue from sale of goods and (ii) an increase in gross profit margin from 41.4% in 2023 to 42.5% in 2024, primarily due to an increase in sales volume of products with higher margin.

Other Income and Gains

Our other income and gains decreased from RMB63.0 million in 2023 to RMB20.2 million in 2024, primarily due to a decrease in government grants related to income from RMB50.3 million in 2023 to RMB6.9 million in 2024. The majority of our government grants are one-time and non-recurring.

Selling and Marketing Expenses

	Year Ended December 31,		
	2023	2024	% Change
	<i>(in RMB thousands, except for percentages)</i>		
Selling and marketing expenses . . .	52,792	65,781	24.6%
as % of total revenue	4.0%	4.6%	

Our selling and marketing expenses increased by 24.6% from RMB52.8 million in 2023 to RMB65.8 million in 2024, primarily due to an increase in payroll and benefits from RMB38.9 million in 2023 to RMB49.6 million in 2024, mainly attributable to increase in the number of selling and marketing employees for expanding our business development team. As a result, our selling and marketing expenses as a percentage of our total revenue increased from 4.0% in 2023 to 4.6% in 2024.

Research and Development Expenses

	Year Ended December 31,		
	2023	2024	% Change
	<i>(in RMB thousands, except for percentages)</i>		
Research and development expenses	67,322	68,855	2.3%
as % of total revenue	5.1%	4.9%	

Our research and development expenses remained stable at RMB67.3 million in 2023 and RMB68.9 million in 2024. Our research and development expenses as a percentage of our total revenue remained stable at 5.1% in 2023 and 4.9% in 2024.

FINANCIAL INFORMATION

Administrative Expenses

	Year Ended December 31,		
	2023	2024	% Change
	<i>(in RMB thousands, except for percentages)</i>		
Administrative expenses	134,228	172,461	28.5%
as % of total revenue	10.2%	12.2%	

Our administrative expenses increased by 28.5% from RMB134.2 million in 2023 to RMB172.5 million in 2024, primarily due to (i) an increase in payroll and benefits from RMB95.6 million in 2023 to RMB120.2 million in 2024, mainly attributable to increase in the number of administrative employees and incentives awarded to certain members of our management team, (ii) an increase in depreciation and amortization from RMB8.7 million in 2023 to RMB20.2 million in 2024, mainly attributable to renovation of our office buildings and (iii) an increase in business development and office expenses from RMB11.5 million in 2023 to RMB17.4 million in 2024, mainly attributable to property management fees and utilities for the new offices. As such, our administrative expenses as a percentage of our total revenue increased from 10.2% in 2023 to 12.2% in 2024.

Impairment Losses/Reversal of Impairment Losses on Financial Assets

Our impairment losses/reversal of impairment losses on financial assets changed from impairment losses on financial assets of RMB5.9 million in 2023 to reversal of impairment losses on financial assets of RMB1.8 million in 2024, primarily due to decrease in impairment loss on trade receivables.

Finance Costs

Our finance costs increased from RMB4.5 million in 2023 to RMB18.4 million in 2024, primarily due to increase in the carrying amount of our lease liabilities attributable to new leased premises.

Income Tax Expense

Our income tax expense decreased from RMB38.6 million in 2023 to RMB18.5 million in 2024, primarily due to a decrease in taxable profits. Our effective tax rate decreased from 13.4% in 2023 to 11.5% in 2024.

Profit for the Year

As result of the foregoing, our profit for the year decreased from RMB250.1 million in 2023 to RMB143.2 million in 2024.

FINANCIAL INFORMATION

LIQUIDITY AND CAPITAL RESOURCES

During the Track Record Period, we financed our operations primarily through a combination of cash generated from operations. As of December 31, 2025, we had cash and cash equivalents of RMB758.2 million. As of February 28, 2026, we had unutilized banking facilities of RMB92.1 million. Going forward, we believe our liquidity requirements will be satisfied by using funds from a combination of cash generated from operations and [REDACTED] from the [REDACTED].

Taking into account the [REDACTED] from the [REDACTED] and cash generated from operations, our Directors believe that we have sufficient working capital to meet our present and future cash requirements for at least the next 12 months from the date of publication of this document.

Net Current Assets

The table below sets forth our current assets and liabilities as of the dates indicated.

	As of December 31,			As of February 28,
	2023	2024	2025	2026
	<i>(in RMB thousands)</i>			<i>(unaudited)</i>
Current assets				
Inventories	45,640	46,534	72,157	83,351
Trade receivables	430,785	394,412	455,077	440,079
Prepayments, other receivables and other assets	18,780	28,675	52,498	32,672
Restricted cash	534	—	—	—
Financial assets at fair value through profit or loss	—	—	—	200,609
Cash and cash equivalents . . .	638,902	797,489	758,171	589,077
Total current assets	1,134,641	1,267,110	1,337,903	1,345,788
Current liabilities				
Trade payable	45,800	38,150	51,540	39,325
Other payable and accruals . .	144,218	178,932	220,822	196,454
Lease liabilities	39,518	72,807	48,936	54,057
Tax payable	23,703	12,484	20,089	14,364
Total current liabilities	253,239	302,373	341,387	304,200
Net current assets	881,402	964,737	996,516	1,041,588

FINANCIAL INFORMATION

Comparison between February 28, 2026 and December 31, 2025

Our net current assets increased from RMB996.5 million as of December 31, 2025 to RMB1,041.6 million as of February 28, 2026, primarily due to (i) an increase in financial assets at fair value through profit or loss from nil to RMB200.6 million, (ii) a decrease in other payable and accruals from RMB220.8 million to RMB196.5 million, (iii) a decrease in trade payable from RMB51.5 million to RMB39.3 million and (iv) an increase in inventories from RMB72.2 million to RMB83.4 million, partially offset by (i) a decrease in cash and cash equivalents from RMB758.2 million to RMB589.1 million, (ii) a decrease in prepayments, other receivables and other assets from RMB52.5 million to RMB32.7 million and (iii) a decrease in trade receivables from RMB455.1 million to RMB440.1 million.

Comparison between December 31, 2025 and December 31, 2024

Our net current assets increased from RMB964.7 million as of December 31, 2024 to RMB996.5 million as of December 31, 2025, primarily due to (i) an increase in trade receivables from RMB394.4 million to RMB455.1 million, (ii) an increase in prepayments, other receivables and other assets from RMB28.7 million to RMB52.5 million, (iii) an increase in inventories from RMB46.5 million to RMB72.2 million and (iv) a decrease in lease liabilities from RMB72.8 million to RMB48.9 million, partially offset by (i) an increase in other payable and accruals from RMB178.9 million to RMB220.8 million and (ii) a decrease in cash and cash equivalents from RMB797.5 million to RMB758.2 million.

Comparison between December 31, 2024 and December 31, 2023

Our net current assets increased from RMB881.4 million as of December 31, 2023 to RMB964.7 million as of December 31, 2024, primarily due to (i) an increase in cash and cash equivalents from RMB638.9 million to RMB797.5 million and (ii) a decrease in tax payable from RMB23.7 million to RMB12.5 million, partially offset by (i) a decrease in trade receivables from RMB430.8 million to RMB394.4 million, (ii) an increase in lease liabilities from RMB39.5 million to RMB72.8 million and (iii) an increase in other payable and accruals from RMB144.2 million to RMB178.9 million.

Net Assets

Comparison between December 31, 2025 and December 31, 2024

Our net assets increased from RMB1,157.8 million as of December 31, 2024 to RMB1,196.3 million as of December 31, 2025, primarily due to (i) total comprehensive income for the year of RMB214.1 million and (ii) equity-settled share-based payment arrangements of RMB28.7 million, partially offset by (i) dividends declared of RMB200.0 million and (ii) dividends paid to non-controlling shareholders of RMB4.2 million.

Comparison between December 31, 2024 and December 31, 2023

Our net assets increased from RMB1,047.0 million as of December 31, 2023 to RMB1,157.8 million as of December 31, 2024, primarily due to (i) total comprehensive income for the year of RMB143.2 million, (ii) equity-settled share-based payment

FINANCIAL INFORMATION

arrangements of RMB26.3 million and (iii) capital contribution from non-controlling interests of RMB9.5 million, partially offset by (i) dividends declared of RMB62.4 million and (ii) dividends paid to non-controlling shareholders of RMB5.9 million.

SELECTED BALANCE SHEET ITEMS

Inventories

Our inventories consist of (i) finished goods, which are inventories purchased from brand owners and (ii) others, mainly including packaging consumables. The table below sets forth the breakdown of our inventories as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Finished goods	44,640	45,458	70,819
Others	1,000	1,076	1,338
Total	45,640	46,534	72,157

Our inventories increased from RMB45.6 million as of December 31, 2023 to RMB46.5 million as of December 31, 2024, primarily due to an increase in finished goods as brand owners provided more inventories for sales. Our inventories further increased to RMB72.2 million as of December 31, 2025, primarily due to our procurement of a large quantity of goods from certain brand owners that we served in 2025 for future sales and our engagement with new brand owners, which led to a corresponding increase in goods procurement under our sale of goods business model.

Aging analysis

The following table sets forth an aging analysis for our inventories as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Within one year	33,413	31,813	54,698
One to two years	8,760	12,639	14,898
Over two years	3,467	2,082	2,561
Total	45,640	46,534	72,157

FINANCIAL INFORMATION

We have established and implemented a prudent and systematic inventory impairment policy in accordance with IAS 2. Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a weighted average method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which we must incur to make the sale.

Turnover Days

The table below sets forth the turnover days of our inventories for the years indicated.

	Year ended December 31,		
	2023	2024	2025
Inventories turnover days ⁽¹⁾	502	522	523

Note:

- (1) Inventory turnover days for each year equals the average of the beginning and ending balances before impairment of inventory for that year divided by cost of sales for sale of goods business for that year and multiplied by 365 days.

We typically experience an extended inventory turnover cycle due to our sale of goods business model, which sells off-season stock from brand owners.

Subsequent Utilization

As of February 28, 2026, 12.6% of our total inventories as of December 31, 2025, or RMB9.1 million, were sold.

FINANCIAL INFORMATION

Trade Receivables

Our trade receivables primarily arise from provision of our services and sale of goods. The credit period granted is generally 30 days from the date of invoice. The table below sets forth the breakdown of trade receivables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Trade receivables	454,369	416,112	479,131
Impairment	(23,584)	(21,700)	(24,054)
Total	430,785	394,412	455,077

The balance of our trade receivables as of any quarter end is largely affected by our revenue in that quarter.

Aging Analysis

The table below sets forth an aging analysis of our trade receivables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Within one year	430,785	394,258	454,559
One to two years	—	154	518
Total	430,785	394,412	455,077

Turnover Days

The table below sets forth the turnover days of our trade receivables for the year indicated.

	Year ended December 31,		
	2023	2024	2025
Trade receivables turnover days ⁽¹⁾ . .	111	112	103

Note:

- (1) Trade receivables turnover days for each year equals the average of the beginning and ending balances before impairment of trade receivables for that year divided by revenue for that year and multiplied by 365 days.

FINANCIAL INFORMATION

Our trade receivables turnover days were largely in line with the time required for customer confirmation for invoicing purpose and our credit period throughout the Track Record Period.

Subsequent Settlement

As of February 28, 2026, 61.3% of our total trade receivables as of December 31, 2025, or RMB278.9 million, were settled.

Prepayments, other receivables and other assets

Our current portion of prepayments, other receivables and other assets consist of (i) prepayments, (ii) recoverable VAT, (iii) deposits and other receivables and (iv) other current assets, mainly including professional service fees for [REDACTED] and prepaid income tax on anticipated profits

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Prepayments	8,839	9,564	36,294
Recoverable VAT	5,731	11,505	11,996
Deposits and other receivables . . .	4,274	7,695	3,755
Other current assets	—	48	556
Impairment allowance	(64)	(137)	(103)
Total	18,780	28,675	52,498

Our prepayments, other receivables and other assets increased from RMB18.8 million as of December 31, 2023 to RMB28.7 million as of December 31, 2024, primarily due to (i) an increase in recoverable VAT from RMB5.7 million as of December 31, 2023 to RMB11.5 million as of December 31, 2024, as a result of a substantial amount of input VAT generated from procurement of fixed assets and payments for renovation services related to our new warehouse in Huzhou and (ii) an increase in deposits and other receivables from RMB4.3 million as of December 31, 2023 to RMB7.7 million as of December 31, 2024, as a result of increase in deposits for new leased premise.

Our prepayments, other receivables, and other assets increased from RMB28.7 million as of December 31, 2024 to RMB52.5 million as of December 31, 2025, primarily due to an increase in prepayments from RMB9.6 million as of December 31, 2024 to RMB36.3 million as of December 31, 2025, primarily due to increased procurement of third-party media resources to deliver branding services.

Subsequent Utilization

As of February 28, 2026, 60.5% of our prepayments, other receivables and other assets as of December 31, 2025, or RMB31.8 million, were settled.

FINANCIAL INFORMATION

Trade Payables

Our trade payables primarily comprise payables to our suppliers for branding services and the procurement of goods. Our trade payables are non-interest bearing and normally settled on terms of 30 to 90 days.

Our trade payables decreased from RMB45.8 million as of December 31, 2023 to RMB38.2 million as of December 31, 2024, primarily due to decrease in procurement from suppliers of branding services. Our trade payables increased from RMB38.2 million as of December 31, 2024 to RMB51.5 million as of December 31, 2025, primarily due to our procurement of a large quantity of goods from certain brand owners that we served in 2025 for future sales.

Aging Analysis

The table below sets forth an aging analysis of our trade payables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Within one year	45,800	38,098	51,540
One to two years	—	52	—
Total	45,800	38,150	51,540

Turnover Days

The table below sets forth the turnover days of our trade payables for the years indicated.

	Year ended December 31,		
	2023	2024	2025
Trade payables turnover days ⁽¹⁾ . . .	93	72	65

Note:

- (1) Trade payables turnover days for each year equals the average of the beginning and ending balances of trade payables for that year divided by cost of sales (excluding payroll and benefits, depreciation and amortization) for that year and multiplied by 365 days for the year ended December 31.

Our trade payables turnover days decreased from 93 days in 2023 to 72 days in 2024, and further decreased to 65 days in 2025, primarily due to growth in the branding service categories which we receive shorter credit terms or are required to prepay our suppliers.

FINANCIAL INFORMATION

Subsequent Settlement

As of February 28, 2026, 80.2% of our total trade payables as of December 31, 2025, or RMB41.3 million, were settled.

Other Payables and Accruals

Our current portion of other payables and accruals consist of (i) payroll and welfare payables, (ii) accrual and other payables, (iii) other tax payables, (iv) contract liabilities and (v) other current liabilities, mainly including VAT related to advances from customers.

The table below sets forth the breakdown of our current portion of other payables and accruals as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Payroll and welfare payable	117,047	124,790	155,740
Accrual and other payables	18,390	40,865	52,291
Other tax payables	6,792	10,296	9,656
Contract liabilities	1,989	2,981	3,135
Total	144,218	178,932	220,822

Our current portion of other payables and accruals increased from RMB144.2 million as of December 31, 2023 to RMB178.9 million as of December 31, 2024, primarily due to (i) an increase in accrual and other payables from RMB18.4 million to RMB40.9 million as we were granted longer credit period for our property management fees and (ii) an increase in payroll and welfare payable from RMB117.0 million to RMB124.8 million as a result of increase in the number of employees.

Our current portion of other payables and accruals increased from RMB178.9 million as of December 31, 2024 to RMB220.8 million as of December 31, 2025, primarily due to (i) an increase in payroll and welfare payable from RMB124.8 million to RMB155.7 million as a result of increase in compensation and (ii) an increase in accrual and other payables from RMB40.9 million to RMB52.3 million as we were granted longer credit period for our property management fees.

Subsequent Settlement

As of February 28, 2026, 56.5% of our current portion of other payables and accruals as of December 31, 2025, or RMB124.8 million, were settled.

FINANCIAL INFORMATION

CASH FLOWS

The table below sets forth our cash flows for the years indicated.

	Year ended December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Net cash flows from operating activities	272,300	313,326	307,354
Net cash flows used in investing activities	(41,207)	(43,857)	(66,374)
Net cash flows used in financing activities	(55,805)	(110,887)	(280,289)
Net increase/(decrease) in cash and cash equivalents	175,288	158,582	(39,309)
Cash and cash equivalents as of the beginning of year	463,609	638,902	797,489
Effects of foreign exchange rate changes, net	5	5	(9)
Cash and cash equivalents as of the end of the year	638,902	797,489	758,171

Operating Activities

In 2025, we had net cash generated from operating activities of RMB307.4 million, primarily due to our profit before tax of RMB241.7 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) depreciation of right-of-use assets of RMB67.1 million, (b) depreciation of property, plant and equipment of RMB33.2 million, (c) finance costs of RMB27.7 million and (d) equity-settled share-based payment expenses of RMB28.7 million, and (ii) changes in working capital, primarily comprising (a) increase in trade receivables of RMB63.8 million, (b) increase in other payables and accruals of RMB50.8 million, (c) increase in inventories of RMB24.5 million and (d) increase in prepayments, other receivables and other assets of RMB24.0 million.

In 2024, we had net cash generated from operating activities of RMB313.3 million, primarily due to our profit before tax of RMB161.8 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) depreciation of right-of-use assets of RMB61.3 million, (b) depreciation of property, plant and equipment of RMB38.1 million, (c) equity-settled share-based payment expenses of RMB26.3 million and (d) finance costs of RMB18.4 million, and (ii) changes in working capital, primarily comprising (a) decrease in trade receivables of RMB38.3 million and (b) increase in other payables and accruals of RMB30.8 million.

FINANCIAL INFORMATION

In 2023, we had net cash generated from operating activities of RMB272.3 million, primarily due to our profit before tax of RMB288.7 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) depreciation of right-of-use assets of RMB46.1 million, (b) depreciation of property, plant and equipment of RMB32.9 million and (c) equity-settled share-based payment expenses of RMB14.9 million, and (ii) changes in working capital, primarily comprising (i) increase in trade receivables of RMB108.9 million and (ii) increase in other payables and accruals of RMB31.2 million.

Investing Activities

In 2025, we had net cash used in investing activities of RMB66.4 million, primarily consisting of (i) placement of time deposits with original maturity of more than three months when acquired of RMB50.0 million, (ii) purchases of items of property, plant and equipment of RMB23.5 million, partially offset by net proceeds from disposal of financial assets at fair value through profit or loss – wealth management products of RMB11.7 million.

In 2024, we had net cash used in investing activities of RMB43.9 million, primarily consisting of (i) purchases of items of property, plant and equipment of RMB48.8 million, partially offset by net proceeds from disposal of financial assets at fair value through profit or loss – wealth management products of RMB11.0 million.

In 2023, we had net cash used in investing activities of RMB41.2 million, primarily consisting of (i) purchases of items of property, plant and equipment of RMB45.9 million, partially offset by net proceeds from disposal of financial assets at fair value through profit or loss – wealth management products of RMB10.0 million.

Financing Activities

In 2025, we had net cash used in financing activities of RMB280.3 million, primarily consisting of (i) dividends paid of RMB200.0 million, (ii) principal portion of lease payments of RMB48.4 million and (iii) interest portion of lease payments of RMB27.7 million.

In 2024, we had net cash used in financing activities of RMB110.9 million, primarily consisting of (i) dividends paid of RMB62.4 million, (ii) principal portion of lease payments of RMB34.2 million and (iii) interest portion of lease payments of RMB18.4 million.

In 2023, we had net cash used in financing activities of RMB55.8 million, primarily consisting of (i) principal portion of lease payments of RMB53.3 million and (ii) interest portion of lease payments of RMB4.5 million.

FINANCIAL INFORMATION

INDEBTEDNESS

The table below sets forth our indebtedness as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	February 28,
				2026
	<i>(in RMB thousands)</i>			<i>(unaudited)</i>
Current				
Lease liabilities	39,518	72,807	48,936	54,057
Non-current				
Lease liabilities	75,858	391,684	469,183	468,012
Total	115,376	464,491	518,119	522,069

Lease Liabilities

Our lease liabilities are primarily related to leased premises for office and warehouse. Our lease liabilities increased from RMB115.4 million as of December 31, 2023 to RMB464.5 million as of December 31, 2024 and further increased to RMB518.1 million as of December 31, 2025, primarily due to our new leases. Our leased liabilities remained stable at RMB518.1 million as of December 31, 2025 and RMB522.1 million as of February 28, 2026.

Contingent Liabilities

As of December 31, 2023, 2024 and 2025, and up to the Latest Practicable Date, we did not have any contingent liabilities.

Save as disclosed above, we did not have any bank and other loan, or any loan capital issued and outstanding or agreed to be issued, bank overdraft, borrowing or similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchases or finance lease commitments, guarantees or other material contingent liabilities as of the Latest Practicable Date for our indebtedness statement. Our Directors confirm that there has not been any material change in our indebtedness since the Latest Practicable Date up to the date of this document.

FINANCIAL INFORMATION

CAPITAL EXPENDITURE AND COMMITMENTS

Capital Expenditure

The table below sets forth our capital expenditure for the years indicated.

	Year ended December 31,		
	2023	2024	2025
	<i>(in RMB thousands)</i>		
Purchases of items of property, plant and equipment	45,855	48,819	23,522
Total	45,855	48,819	23,522

During the Track Record Period, our capital expenditure was primarily for purchase of property, plant and equipment such as warehouse equipment and renovation for office buildings.

Capital Commitments

As of December 31, 2023, 2024 and 2025, we did not have any material capital commitments.

KEY FINANCIAL RATIOS

The table below sets forth our key financial ratio for the years or as of the dates indicated.

	For the year ended/As of December 31,		
	2023	2024	2025
Gross profit margin ⁽¹⁾	37.2%	32.9%	33.4%
Net profit margin ⁽²⁾	19.0%	10.1%	13.5%
Return on equity ⁽³⁾	27.3%	13.0%	18.2%
Current ratio ⁽⁴⁾	4.5	4.2	3.9

Notes:

- (1) Gross profit margin is calculated as gross profit for the year divided by revenue for the corresponding year and multiplied by 100%.
- (2) Net profit margin is calculated as net profit for the year divided by revenue for the corresponding year and multiplied by 100%.
- (3) Return on equity is calculated as net profit for the year divided by the average total equity and multiplied by 100%. Average total equity is the sum of the balance of total equity at the beginning and at the end of the year, divided by two.

FINANCIAL INFORMATION

- (4) Current ratio is calculated as total current assets as of the end of the year divided by total current liabilities as of the end of the corresponding year.

DISCLOSURE ABOUT FINANCIAL RISKS

The main risks arising from our financial instruments are credit risk and liquidity risk. For details of our risk exposure and sensitivity analysis, see Note 34 to “Appendix I—Accountants’ Report.”

OFF-BALANCE SHEET ARRANGEMENTS

We have not entered into, nor do we expect to enter into, any off-balance sheet arrangements. We also have not entered into any financial guarantees or other commitments to guarantee the payment obligations of manufacturing partners. In addition, we have not entered into any derivative contracts that are indexed to our equity interests and classified as owners’ equity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing or hedging or research and development services with us.

PROPERTY INTEREST AND PROPERTY VALUATION

Asia-Pacific Consulting and Appraisal Limited, an independent property valuer, has valued our selective property interests as of January 31, 2026. Particulars of these property interests are set out in Appendix IV to this document.

The table below sets out the reconciliation between the net book value of our selective property as of December 31, 2025 in the Accountants’ Report set out in Appendix I to this document and the market value of our selective property as of January 31, 2026 in the Property Valuation Report set out in Appendix IV to this document.

(RMB’000)

Net book value of our selective property as of	
December 31, 2025	385,001
Depreciation for the one month ended January 31, 2026	(2,469)
Net book value as of January 31, 2026	382,532
Valuation surplus as of January 31, 2026	8,354
Valuation as of January 31, 2026 as set out in	
Appendix IV to this document	390,886

FINANCIAL INFORMATION

DIVIDEND POLICY

Pursuant to the our Articles of Association, which will become effective upon completion of the [REDACTED], our dividend distribution shall be subject to the following thresholds for the first three financial years thereafter: (i) for the first financial year, we will distribute dividends of no less than 40% of our audited distributable profits for such year, and will complete the dividend payment by July 30 of the following year; (ii) for the second financial year, we will distribute dividends of no less than 30% of our audited distributable profits for such year, and will complete the dividend payment by July 30 of the following year; and (iii) for the third financial year, we will distribute dividends of no less than 20% of our audited distributable profits for such year, and will complete the dividend payment by July 30 of the following year.

PRC laws require that dividends be paid only out of our distributable profits. Distributable profits are our after-tax profits, less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. In 2023, 2024 and 2025, our Company declared cash dividends of nil, RMB62.4 million and RMB200.0 million, respectively, all of which had been paid in full. Save as set out above and subject to our Articles of Association, upon completion of the [REDACTED], we may distribute dividends in the form of cash or by other means permitted by our Articles of Association. Any proposed distribution of dividends shall be formulated by our Board and will be subject to approval by our Shareholders. Save as set out above and subject to our Articles of Association, a decision to declare or to pay any dividends in the future, and the amount of any dividend, will depend upon a number of factors, including our earnings and financial condition, operating requirements, capital requirements, business prospects, statutory, regulatory and contractual restrictions on our declaration and payment of dividends, and any other factors that our Directors may consider important.

See Note 11 to “Appendix I—Accountants’ Report” for our declared dividends during the Track Record Period.

DISTRIBUTABLE RESERVE

As of December 31, 2025, we had distributable reserves of RMB654.6 million.

DISCLOSURE REQUIRED UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, they were not aware of any circumstances that would give rise to a disclosure requirement under Rules 13.13 to Rules 13.19 of the Listing Rules.

RELATED-PARTY TRANSACTIONS

Related party transactions are set out in Note 30 to “Appendix I—Accountants’ Report.” Our Directors confirm that these transactions were conducted in the ordinary and usual course of business and at arm’s length basis. For related party loans, advances, guarantees and/or pledges of securities including the terms and the plans for these arrangements after the [REDACTED], if any, see also Note 30 to “Appendix I—Accountants’ Report.”

FINANCIAL INFORMATION

[REDACTED]

[REDACTED] represent professional fees, [REDACTED] and fees incurred in connection with the [REDACTED] and the [REDACTED]. In 2023, 2024 and 2025, we incurred [REDACTED] of [REDACTED], [REDACTED] and [REDACTED]. Our [REDACTED] are estimated to be approximately HK\$[REDACTED] (including [REDACTED]), accounting for [REDACTED]% of the gross [REDACTED] of the [REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the [REDACTED] of the [REDACTED] stated in this document, and no exercise of the [REDACTED]). Among our [REDACTED], approximately HK\$[REDACTED] million is directly attributable to the issuance of [REDACTED] and will be charged to equity upon completion of the [REDACTED], and approximately HK\$[REDACTED] million has been or will be charged to our consolidated statements of profit or loss and other comprehensive income. The [REDACTED] we incurred during the Track Record Period and expect to incur would consist of approximately HK\$[REDACTED] million [REDACTED] related expenses and fees (including but not limited to [REDACTED] and fees), approximately HK\$[REDACTED] million non-[REDACTED]-related expenses and fees of the [REDACTED], legal advisors and reporting accountant and approximately HK\$[REDACTED] for other non-[REDACTED]-related fees and expenses. The [REDACTED] above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

In the three months ended March 31, 2026, our GMV from e-commerce operation services experienced a significant increase compared to the three months ended March 31, 2025, reaching RMB10,963.5 million, which consequently drove our revenue growth during the same period.

On April 8, 2026, our Company declared cash dividends of RMB200.0 million, which are scheduled to be paid before May 31, 2026. Our Company plans to declare cash dividends of RMB200.0 million before June 30, 2026. On March 25, 2026, Shanghai Romomo declared cash dividends to non-controlling shareholders of RMB6.0 million, which had been paid as of the Latest Practicable Date; it plans to further declare cash dividends to non-controlling shareholders of RMB3.5 million in late April, which are scheduled to be fully paid before May 31, 2026.

Our Directors confirmed that, as of the date of this document, there has been no material adverse change in our financial position since December 31, 2025, and there has been no event since December 31, 2025 that would materially affect the information as set out in “Appendix I—Accountants’ Report” to this document.

FUTURE PLANS AND [REDACTED]

FUTURE PLANS

For a detailed description of our future plans, see “Business — Our Strategies.”

[REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the midpoint of the range of the [REDACTED] stated in this document), we estimate that we will receive [REDACTED] of approximately HK\$[REDACTED] from the [REDACTED] after deducting the [REDACTED] and other estimated expenses paid and payable by us in connection with the [REDACTED] and assuming that the [REDACTED] Option is not exercised. In line with our strategies, we intend to use our [REDACTED] for the purposes and in the amounts set forth below.

- approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED], is expected to be used for digitalization and AI technology capability development in the next three years. Such efforts directly support our “End-to-End AI Digital Retail Service Provider” objective and our strategy of accelerating comprehensive AI deployment and developing proprietary AI Agents, which we believe will enhance service quality and scalability across our end-to-end, multi-channel digital retail solutions for brand owners:
 - o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for our AI Agent platform and e-commerce operating system (MCP), including AI Agent edit platform and business API abstraction layers to support AI-enabled interaction with OMS, PIM and Business intelligence systems. We believe these initiatives will help drive seamless collaboration and alignment across existing systems and support a gradual shift from traditional process-driven workflows toward more objective-led execution, thereby improving the efficiency of business execution from demand identification to implementation.
 - o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for brand digital intelligence knowledge bases and digital asset management platforms. These platforms are intended to provide standardized and reusable production inputs for AIGC applications, enabling more consistent generation of digital content and supporting scalable application of AI across multiple business scenarios.
 - o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for full scenario AI applications for growth exploration and operational efficiency, including trend insights, intelligent product selection, virtual try-on, intelligent customer service, automated store inspection and AI-powered reporting. We believe that these applications will assist us and brand owners in identifying and responding to market opportunities, while progressively reducing reliance on repetitive manual tasks and supporting improvements in operational efficiency and workforce productivity.

FUTURE PLANS AND [REDACTED]

- o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for investments in or acquisitions of technology companies with growth potential that are aligned with our AI Agent roadmap. In screening candidates, we currently consider companies that: (1) have a substantial operating history of more than five years, demonstrating stability and experience in the AI field; and (2) have a clear equity structure, with no significant changes in key management personnel over the past three years, ensuring leadership stability and consistency. Our Directors, as advised by Frost & Sullivan, are of the view that there is a sufficient pool of potential targets, as there are well over 100 synergistic upstream and peer companies that meet our criteria. As of the Latest Practicable Date, no specific targets have been identified and no letters of intent have been entered into;
- approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, is expected to be used for e-commerce operation service capability upgrade in the next three years. This allocation supports our strategy of maintaining rapid growth in interest-based e-commerce and strengthening synergy with shelf-based e-commerce, and also supports our strategy of expanding customer coverage in “aesthetics”-related sectors and into selected emerging categories by scaling delivery capabilities and strengthening service infrastructure:
 - o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for the expansion of our operation teams in multiple channels. We will enhance livestreaming and content operations teams through recruiting professional streamers, establishing a standardized content production center and upgrading livestream compliance systems; and recruit new talents for operation teams across fashion, sportswear and outdoor, beauty and personal care sectors to strengthen our existing advantages in these sectors;
 - o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for livestream venue leasing to support diversified livestream scenarios and optimize livestreaming equipment operation and visual presentation; and procurement of professional livestream equipment to support content business expansion. These upgrades are intended to reinforce our operational infrastructure, which underpins both DP business growth and our end-to-end service offering;
 - o approximately [REDACTED]%, or approximately HK\$[REDACTED], is expected to be used for expansion of strategic cooperation, including securing new mandates from overseas brands for its operations in Chinese Mainland. We expect to adopt disciplined screening and governance criteria, including focusing on potential targets and partners in the sportswear and outdoor, beauty and personal care sectors, that have clear ownership structures and demonstrate strategic fit with our service capabilities;

FUTURE PLANS AND [REDACTED]

- approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED], is expected to be used for working capital and general corporate purposes.

In the event that the [REDACTED] is set at the maximum [REDACTED] or the minimum [REDACTED] of the indicative [REDACTED], the [REDACTED] of the [REDACTED] will increase or decrease by approximately HK\$[REDACTED], respectively. We intend to apply the additional or reduced [REDACTED] to the above uses on a pro rata basis.

The additional [REDACTED] that we would receive if the [REDACTED] was exercised in full would be (i) HK\$[REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the maximum [REDACTED]), (ii) HK\$[REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the [REDACTED] of the [REDACTED]) and (iii) HK\$[REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the minimum [REDACTED]).

To the extent that the [REDACTED] from the [REDACTED] are not immediately applied to the above purposes, we will only hold such funds in short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or the applicable laws and regulations in other jurisdictions). We will issue an appropriate announcement if there is any material change to the above [REDACTED].

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

The following is the text of a report on Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. prepared for the purpose of incorporation in this document received from the reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong.

[To insert the firm’s letterhead]

ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SHANGHAI BUY QUICKLY BMAX TECHNOLOGY SERVICES GROUP CO., LTD. AND CITIC SECURITIES (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages [I-4] to [I-64], which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2023, 2024 and 2025 (the “Relevant Periods”), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023, 2024 and 2025 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages [I-4] to [I-64] forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [date] (the “Document”) in connection with the [REDACTED] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Directors’ responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants’ responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants’ Reports on Historical Financial Information in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement

APPENDIX I

ACCOUNTANTS’ REPORT

of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the financial position of the Group and the Company as at 31 December 2023, 2024 and 2025 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

Dividends

We refer to note 11 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Relevant Periods.

Certified Public Accountants

Hong Kong

[●] 2026

APPENDIX I

ACCOUNTANTS’ REPORT

I HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) (the “Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
Revenue	5	1,318,258	1,419,074	1,586,576
Cost of sales		(827,770)	(951,882)	(1,057,427)
Gross profit		490,488	467,192	529,149
Other income and gains	5	62,953	20,180	51,295
Selling and marketing expenses		(52,792)	(65,781)	(65,714)
Research and development expenses		(67,322)	(68,855)	(77,967)
Administrative expenses		(134,228)	(172,461)	(163,891)
Finance costs	7	(4,458)	(18,432)	(27,701)
Other expenses		(59)	(1,911)	(336)
(Impairment losses)/reversal of impairment losses on financial assets		(5,901)	1,829	(3,127)
PROFIT BEFORE TAX	6	288,681	161,761	241,708
Income tax expense	10	(38,619)	(18,533)	(27,627)
PROFIT FOR THE YEAR		250,062	143,228	214,081
Attributable to:				
Owners of the parent		250,062	139,102	204,158
Non-controlling interests		—	4,126	9,923
		250,062	143,228	214,081

**EARNINGS PER SHARE
ATTRIBUTABLE TO ORDINARY
EQUITY HOLDERS OF THE
PARENT**

Basic (RMB)				
– For profit for the year	12	0.69	0.39	0.57
Diluted (RMB)				
– For profit for the year	12	0.69	0.39	0.57

APPENDIX I

ACCOUNTANTS’ REPORT

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
PROFIT FOR THE YEAR		250,062	143,228	214,081
OTHER COMPREHENSIVE LOSS				
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:				
Exchange differences on translation of foreign operations		(14)	(21)	(20)
OTHER COMPREHENSIVE LOSS FOR THE YEAR.		(14)	(21)	(20)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		250,048	143,207	214,061
Attributable to:				
Owners of the parent		250,048	139,081	204,138
Non-controlling interests		—	4,126	9,923
		250,048	143,207	214,061

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Property, plant and equipment	13	86,571	95,968	82,764
Right-of-use assets	14(a)	110,231	432,338	467,207
Other intangible assets	15	4,483	5,589	5,824
Financial asset at fair value through profit or loss	20	15,015	21,290	25,549
Deferred tax assets	24	10,111	18,594	31,613
Time deposits	21	–	–	51,074
Restricted cash	21	66	50	150
Prepayments, other receivables and other assets	19	22,181	17,715	19,705
Total non-current assets		248,658	591,544	683,886
CURRENT ASSETS				
Inventories	17	45,640	46,534	72,157
Trade receivables	18	430,785	394,412	455,077
Prepayments, other receivables and other assets	19	18,780	28,675	52,498
Restricted cash	21	534	–	–
Cash and cash equivalents	21	638,902	797,489	758,171
Total current assets		1,134,641	1,267,110	1,337,903
CURRENT LIABILITIES				
Trade payables	22	45,800	38,150	51,540
Other payables and accruals	23	144,218	178,932	220,822
Lease liabilities	14(b)	39,518	72,807	48,936
Tax payable		23,703	12,484	20,089
Total current liabilities		253,239	302,373	341,387
NET CURRENT ASSETS		881,402	964,737	996,516
TOTAL ASSETS LESS CURRENT LIABILITIES		1,130,060	1,556,281	1,680,402

APPENDIX I

ACCOUNTANTS’ REPORT

		As at 31 December		
	<i>Notes</i>	2023	2024	2025
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
NON-CURRENT LIABILITIES				
Lease liabilities	14(b)	75,858	391,684	469,183
Other payables and accruals	23	7,155	6,805	14,907
Total non-current liabilities		83,013	398,489	484,090
NET ASSETS		1,047,047	1,157,792	1,196,312
EQUITY				
Equity attributable to owners of the parent				
Share capital	25	361,000	361,000	361,000
Reserves	27	686,047	786,063	815,515
		1,047,047	1,147,063	1,176,515
Non-controlling interests		–	10,729	19,797
Total equity		1,047,047	1,157,792	1,196,312

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Attributable to owners of the parent						
					Equity-settled share-based payment reserve*	Exchange fluctuation reserve*	Retained profits*	Total
	Notes	Share capital	Capital reserve*	Statutory reserve*				
		RMB'000 (note 25)	RMB'000 (note 27)	RMB'000 (note 27)	RMB'000 (note 27)	RMB'000 (note 27)	RMB'000	RMB'000
As at 1 January 2023		361,000	6,345	643	51,072	136	362,952	782,148
Profit for the year		–	–	–	–	–	250,062	250,062
Other comprehensive loss for the year:								
Exchange differences on translation of foreign operations		–	–	–	–	(14)	–	(14)
Total comprehensive income for the year		–	–	–	–	(14)	250,062	250,048
Equity-settled share-based payment arrangements	26	–	–	–	14,851	–	–	14,851
As at 31 December 2023		361,000	6,345	643	65,923	122	613,014	1,047,047

APPENDIX I

ACCOUNTANTS’ REPORT

Attributable to owners of the parent									
Notes	Share capital	Capital reserve*	Statutory reserve*	Equity-settled share-based payment reserve*	Exchange fluctuation reserve*	Retained profits*	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(note 25)	(note 27)	(note 27)	(note 27)	(note 27)				
As at 1 January 2024	361,000	6,345	643	65,923	122	613,014	1,047,047	–	1,047,047
Profit for the year	–	–	–	–	–	139,102	139,102	4,126	143,228
Other comprehensive loss for the year:									
Exchange differences on translation of foreign operations	–	–	–	–	(21)	–	(21)	–	(21)
Total comprehensive income for the year	–	–	–	–	(21)	139,102	139,081	4,126	143,207
Equity-settled share-based payment arrangements	26	–	–	23,283	–	–	23,283	3,002	26,285
Dividends paid to non-controlling shareholders		–	–	–	–	–	–	(5,889)	(5,889)
Transfer from retained profits		–	7,624	–	–	(7,624)	–	–	–
Capital contribution from non-controlling interests		–	32	–	–	–	32	9,490	9,522
Dividends declared	11	–	–	–	–	(62,380)	(62,380)	–	(62,380)
As at 31 December 2024	<u>361,000</u>	<u>6,377</u>	<u>8,267</u>	<u>89,206</u>	<u>101</u>	<u>682,112</u>	<u>1,147,063</u>	<u>10,729</u>	<u>1,157,792</u>

APPENDIX I

ACCOUNTANTS’ REPORT

		Attributable to owners of the parent								
		Equity-settled								
		share-based							Non-	
		payment							controlling	
		fluctuation							interests	
		reserve*							Total	
		Reserve*							equity	
Notes		Share capital	Capital reserve*	Statutory reserve*	payment reserve*	fluctuation reserve*	Retained profits*	Total		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		(note 25)	(note 27)	(note 27)	(note 27)	(note 27)				
As at 1 January 2025		361,000	6,377	8,267	89,206	101	682,112	1,147,063	10,729	1,157,792
Profit for the year		-	-	-	-	-	204,158	204,158	9,923	214,081
Other comprehensive loss for the year:										
Exchange differences on translation of foreign operations		-	-	-	-	(20)	-	(20)	-	(20)
Total comprehensive income for the year		-	-	-	-	(20)	204,158	204,138	9,923	214,061
Equity-settled share-based payment arrangements		26	-	-	25,314	-	-	25,314	3,345	28,659
Dividends paid to non-controlling shareholders			-	-	-	-	-	-	(4,200)	(4,200)
Transfer from retained profits			-	31,690	-	-	(31,690)	-	-	-
Dividends declared		11	-	-	-	-	(200,000)	(200,000)	-	(200,000)
As at 31 December 2025		361,000	6,377	39,957	114,520	81	654,580	1,176,515	19,797	1,196,312

* These reserve accounts comprise the consolidated reserves of RMB686,047,000, RMB786,063,000 and RMB815,515,000 in the consolidated statements of financial position as at 31 December 2023, 2024 and 2025, respectively.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		288,681	161,761	241,708
Adjustments for:				
Finance costs	7	4,458	18,432	27,701
Interest income	5	(1,714)	(1,439)	(1,837)
Foreign exchange differences, net		3	5	(26)
Investment income on financial assets at fair value through profit or loss - wealth management products	5	(10,008)	(11,023)	(11,657)
Depreciation of property, plant and equipment	6	32,940	38,148	33,240
Depreciation of right-of-use assets	6	46,108	61,250	67,147
Amortisation of other intangible assets	6	368	591	718
Impairment losses/(reversal of impairment losses) on financial assets	6	5,901	(1,829)	3,127
Write-down of inventories to net realisable value	6	359	2,351	(1,147)
Gain on disposal of items of non-current assets, net	6	(415)	(198)	(382)
Equity-settled share-based payment expenses	26	14,851	26,285	28,659
		381,532	294,334	387,251
Increase in inventories		(1,755)	(3,245)	(24,476)
(Increase)/decrease in trade receivables		(108,900)	38,257	(63,824)
Decrease/(increase) in prepayments, other receivables and other assets		8,379	(2,333)	(24,002)
Decrease/(increase) in restricted cash		3,866	16	(100)
(Decrease)/increase in trade payables		(1,631)	(7,650)	13,390
Increase in other payables and accruals		31,201	30,791	50,826
Cash flows from operations		312,692	350,170	339,065
Interest received		1,714	1,439	1,837
Income tax paid		(42,106)	(38,283)	(33,548)
Net cash flows from operating activities		272,300	313,326	307,354

APPENDIX I

ACCOUNTANTS’ REPORT

		Year ended 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchases of items of property, plant and equipment		(45,855)	(48,819)	(23,522)
Proceeds from disposal of items of property, plant and equipment		1,393	2,013	760
Additions to other intangible assets . .		(298)	(1,799)	(1,010)
Purchase of financial asset at fair value through profit or loss		(6,455)	(6,275)	(4,259)
Purchase of financial assets at fair value through profit or loss - wealth management products		(2,167,000)	(2,492,000)	(5,024,000)
Proceeds from disposal of financial assets at fair value through profit or loss - wealth management products .		2,177,008	2,503,023	5,035,657
Placement of time deposits with original maturity of more than three months when acquired		<u>—</u>	<u>—</u>	<u>(50,000)</u>
Net cash flows used in investing activities		<u>(41,207)</u>	<u>(43,857)</u>	<u>(66,374)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Principal portion of lease payments . .	28(b)	(53,347)	(34,242)	(48,388)
Interest portion of lease payments . . .	28(b)	(4,458)	(18,432)	(27,701)
Maturity of restricted cash		2,000	534	—
Capital injection from non-controlling equity holders		—	9,522	—
Dividends paid	11	—	(62,380)	(200,000)
Dividends paid to non-controlling equity holders	29	<u>—</u>	<u>(5,889)</u>	<u>(4,200)</u>
Net cash flows used in financing activities		<u>(55,805)</u>	<u>(110,887)</u>	<u>(280,289)</u>

APPENDIX I

ACCOUNTANTS’ REPORT

		Year ended 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS				
		175,288	158,582	(39,309)
Cash and cash equivalents at beginning of year		463,609	638,902	797,489
Effects of foreign exchange rate changes, net		5	5	(9)
CASH AND CASH EQUIVALENTS AT END OF YEAR	21	638,902	797,489	758,171
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS				
Cash and bank balances	21	639,502	797,539	809,395
Less: Time deposits with original maturity of more than three months .	21	—	—	(51,074)
Restricted cash	21	(600)	(50)	(150)
CASH AND CASH EQUIVALENTS AS STATED IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AND CASH FLOWS		638,902	797,489	758,171

APPENDIX I

ACCOUNTANTS’ REPORT

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December		
	<i>Notes</i>	2023	2024	2025
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
NON-CURRENT ASSETS				
Property, plant and equipment		–	1,815	1,264
Investments in subsidiaries	16	61,014	77,853	96,752
Deferred tax assets		719	1,389	995
Restricted cash	21	66	50	50
Prepayments, other receivables and other assets	19	1,858	–	64
Total non-current assets		63,657	81,107	99,125
CURRENT ASSETS				
Trade receivables	18	143	–	–
Prepayments, other receivables and other assets	19	612	1,089	1,655
Due from subsidiaries		381,224	201,704	283,162
Cash and cash equivalents	21	470	203,854	251,813
Total current assets		382,449	406,647	536,630
CURRENT LIABILITIES				
Other payables and accruals	23	8,630	17,818	29,227
Due to subsidiaries		638	620	160
Tax payable		–	30	–
Total current liabilities		9,268	18,468	29,387
NET CURRENT ASSETS		373,181	388,179	507,243
NET ASSETS		436,838	469,286	606,368
EQUITY				
Share capital	25	361,000	361,000	361,000
Reserves	27	75,838	108,286	245,368
Total equity		436,838	469,286	606,368

APPENDIX I

ACCOUNTANTS’ REPORT

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. (“the Company”), originally named as Shanghai Buy Quickly Network Technologies Co., Ltd. before 2022, was registered in the People’s Republic of China (the “PRC”) as a limited liability company on 16 September 2010. The registered office of the Company is located at Room 801, Building B, No. 1358 Xiehe Road, Changning District, Shanghai, China.

During the Relevant Periods, the Company and its subsidiaries (collectively referred to as the “Group”) primarily operated as a digital retail operation service provider in China, with a focus on mid-to-premium brands.

Information about subsidiaries

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies. The particulars of the Company’s principal subsidiaries are set out below:

Company name	Place and date of registration and place of business	Issued ordinary/registered share capital	Percentage of equity attributable to the Company		Principle activities
			Direct	Indirect	
Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.* (上海百秋新網商數字科技有限公司)(i)	PRC/Chinese Mainland 2 May 2013	RMB10,000,000	100%	–	E-commerce operations, omni-channel retailing, digital marketing, warehousing and logistics, and information technology support
Shanghai Buy Quickly E-Vogue Network Services Co., Ltd.* (上海百秋智尚網路服務有限公司)(i)	PRC/Chinese Mainland 19 May 2017	RMB4,000,000	100%	–	E-commerce operations, omni-channel retailing, digital marketing, warehousing and logistics, and information technology support
Shanghai Romomo Digital Technologies Co., Ltd.* (“Shanghai Romomo”) (上海容麼麼數字科技有限公司)(i)	PRC/Chinese Mainland 23 June 2021	RMB1,428,571	70%	–	Live-streaming e-commerce operations, store-based live-streaming services, short video, influencer marketing, and internet live-streaming technology services
Shanghai Rongbo Media Technologies Co., Ltd.* (上海容播傳媒科技有限公司)(i)	PRC/Chinese Mainland 29 Dec 2023	RMB1,000,000	–	70%	Operation of online activities; performance marketing
Shanghai Buy Quickly Future Retail Network Services Co., Ltd.* (上海百秋全週網絡服務有限公司)(i)	PRC/Chinese Mainland 24 Aug 2018	RMB6,000,000	–	100%	Sales of Goods
Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd.* (上海百秋新洛傑斯供應鏈管理有限公司)(i)	PRC/Chinese Mainland 26 Aug 2021	RMB10,000,000	100%	–	Goods storage services and supply chain management services
Buy Quickly Warehousing Services (Jiaxing) Co., Ltd.* (百秋倉儲服務(嘉興)有限公司)(i)	PRC/Chinese Mainland 7 March 2018	RMB1,000,000	–	100%	Goods storage services, customs declaration services and supply chain management services
Buy Quickly NewLogis (Changxing) Supply Chain Co., Ltd.* (百秋新洛傑斯(長興)供應鏈管理有限公司)(i)	PRC/Chinese Mainland 7 September 2021	RMB8,000,000	–	100%	Supply chain management services; goods storage services

APPENDIX I

ACCOUNTANTS’ REPORT

Note:

- (i) The statutory financial statements of these entities for the years ended 31 December 2023 and 2024 prepared under Chinese Accounting Standards for Business Enterprises were audited by RSM China Certified Public Accountants LLP, certified public accountants registered in the PRC. No audited statutory financial statements of these entities have been issued for the year ended 31 December 2025.

* The English names of the companies registered in Chinese Mainland referred to above in this note represent the best efforts made by the directors of the Company to translate the Chinese names of these companies as they do not have official English names.

2.1 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”). All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2025, together with the relevant transitional provisions, have been consistently adopted by the Group in the preparation of the Historical Financial Information.

The Historical Financial Information has been prepared under the historical cost convention, except for financial asset at fair value through profit or loss, which have been measured at fair value.

Basis of consolidation

The Historical Financial Information includes the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

APPENDIX I

ACCOUNTANTS’ REPORT

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information. The Group intends to adopt these new and amended IFRS Accounting Standards, if applicable, when they become effective:

IFRS 18	<i>Presentation and Disclosure in Financial Statements</i> ²
IFRS 19 and its amendments	<i>Subsidiaries without Public Accountability: Disclosures</i> ²
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> ¹
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency</i> ²
<i>Annual Improvements to IFRS Accounting Standards - Volume 11</i>	<i>Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7</i> ¹

¹ Effective for annual periods beginning on or after 1 January 2026

² Effective for annual/reporting periods beginning on or after 1 January 2027

³ No mandatory effective date yet determined but available for adoption

Further information about those IFRS Accounting Standards that are expected to be applicable to the Group is described below.

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The application of IFRS 18 is not expected to have a material impact on the financial position of the Group but is expected to affect the presentation of the statement of profit or loss and statement of cash flows, and additional disclosures in the future financial statements.

The Group is in the process of making an assessment of the impact of these new and amended standards upon initial application. So far, the Group considers that, except for IFRS 18, the new and amended standards are unlikely to have a significant impact on the Group’s results of operations and financial position.

2.3 MATERIAL ACCOUNTING POLICY INFORMATION

Fair value measurement

The Group measures its financial asset at fair value through profit or loss at fair value at the end of each of the Relevant Periods. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

APPENDIX I

ACCOUNTANTS’ REPORT

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Historical Financial Information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the Relevant Periods.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset’s recoverable amount is estimated. An asset’s recoverable amount is the higher of the asset’s or cash-generating unit’s value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each of the Relevant Periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person’s family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

APPENDIX I

ACCOUNTANTS’ REPORT

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture and fixtures	19.00% to 31.67%
Electronic devices	19.00% to 31.67%
Motor vehicles	19.00% to 23.75%
Logistics facilities	19.00% to 31.67%
Leasehold improvements	10.00% to 50.00%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual value, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

APPENDIX I

ACCOUNTANTS’ REPORT

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for intangible assets with finite useful lives are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Software

Software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years based on the Group’s past experiences and different purposes on usages of the software and the authorised period for such uses.

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Research and development costs which do not meet these criteria are expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leased properties 2 to 15 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

APPENDIX I

ACCOUNTANTS’ REPORT

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of leased properties (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

APPENDIX I

ACCOUNTANTS’ REPORT

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group’s consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

APPENDIX I

ACCOUNTANTS’ REPORT

At the end of each of the Relevant Periods, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1	–	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	–	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	–	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at the end of each of the Relevant Periods. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of trade and other payables, net of directly attributable transaction costs.

The Group’s financial liabilities include trade payables, other payables and accruals and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade payables, other payables and accruals and lease liabilities)

After initial recognition, trade payables, other payables and accruals and lease liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

APPENDIX I

ACCOUNTANTS’ REPORT

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

APPENDIX I

ACCOUNTANTS’ REPORT

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each of the Relevant Periods are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e., when control of the goods or services underlying the particular performance obligation is transferred to the customer.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

APPENDIX I

ACCOUNTANTS’ REPORT

The Group primarily generates its revenue from provision of service including e-commerce operation services and branding services, and sale of goods. Further details of the Group’s revenue recognition policies are as follows:

(a) Provision of services

The Group acts as a services provider, to facilitate its brand owners’ online sales of their branded products with the performance obligations to provide a variety of e-commerce operation services and branding services.

E-Commerce operation services primarily include online store operations, live-streaming operations and warehousing and logistics management. Most of the revenue from provision of e-commerce operation services is recognised on a gross basis while the Group also generates revenue by charging service fees for advancing expenses on behalf of brand owners, which is recorded net of the cost of promotion as the Group generally acts as an agent in these transactions due to (i) the Group does not provide integrated service; (ii) the online publisher is identified and determined by the brand owners, not the Group. The Group only provides procurement services to brand owners and charges the service fees as the brand owners provide their own produced promotion contents and formulate their own advertisement campaign. Branding services primarily consist of a suite of services from strategy formulation, creative development and media planning to on-the-ground execution, which is recognised on a gross basis. Each type of the services provided is considered as one performance obligation as they are distinct from other services. Most of the Group’s service contracts include multiple performance obligations. The Group charges its brand owners a combination of fixed fees and/or variable fees based on the value of merchandise sold, number of orders fulfilled or other variable factors.

Revenue from the provision of e-commerce operation services is recognised over time as the customer simultaneously receives and consumes the benefits provided by the performance as the Group performs. Provision of branding services is recognised as revenue at point in time.

(b) Sale of goods

The Group generates product sales revenues primarily through selling products purchased from brand owners to customers.

The Group sells goods to customers through self-owned online stores and third-party e-commerce platforms. The revenues from product sales are recognised at a point in time when the control of the product is transferred. The Group recognises revenues net of discounts, return allowances and sales rebate. The Group estimates product returns based on historical experience, which historically were not significant.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates a share option scheme. Employees (including directors) of the Group receive remuneration in the form of equity-settled share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 26 to the Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each Relevant Periods until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the equity-settled share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The employees of the Group in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Housing fund and other social insurances

The Group has participated in defined social security contribution schemes for its employees pursuant to the relevant laws and regulations of the PRC. These include housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes monthly contributions to the housing fund and other social insurances. The contributions are charged to profit or loss on an accrual basis. The Group’s liability in respect of these funds is limited to the contributions payable in each reporting period.

Dividends

Dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Foreign currencies

The Company and certain subsidiaries incorporated outside Chinese mainland use Hong Kong dollars (“HK\$”) as their functional currencies, respectively. The functional currency of the PRC subsidiaries is RMB. As the Group mainly operates in the Chinese Mainland, RMB is used as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial

APPENDIX I

ACCOUNTANTS’ REPORT

statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group’s Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group’s accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies. Further details are contained in note 24 to the Historical Financial Information.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the Relevant Periods, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

APPENDIX I

ACCOUNTANTS’ REPORT

The provision matrix is initially based on the Group’s historical observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At the end of each of the Relevant Periods, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of a customer’s actual default in the future. The information about the ECLs on the Group’s trade receivables is disclosed in note 18 to the Historical Financial Information.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each of the Relevant Periods. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm’s length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION

The Group manages its businesses as a whole by the most senior executive management for the purposes of resource allocation and performance assessment. The Group’s chief operating decision maker is the chief executive officer of the Group who reviews the Group’s consolidated results of operations for the purpose of making decisions about resource allocation and performance assessment. Accordingly, no reportable segment information is presented.

Geographical information

During the Relevant Periods, substantially all of the Group’s revenue was derived from its operations in Chinese Mainland. As of the Relevant Periods, all of the non-current assets (excluding deferred tax assets and financial instruments) of the Group were located in Chinese Mainland.

Information about major customers

No single customer accounted for 10% or more than of the Group’s total revenue during the Relevant Periods.

APPENDIX I

ACCOUNTANTS’ REPORT

5. REVENUE, OTHER INCOME AND GAINS

Revenue from contracts with customers

(a) Disaggregated revenue information

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Types of goods or services			
Provision of services	1,257,045	1,352,561	1,510,918
Sale of goods	61,213	66,513	75,658
Total	<u>1,318,258</u>	<u>1,419,074</u>	<u>1,586,576</u>
Timing of revenue recognition			
Over time	1,152,005	1,246,128	1,387,061
At a point in time	166,253	172,946	199,515
Total	<u>1,318,258</u>	<u>1,419,074</u>	<u>1,586,576</u>

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:			
Provision of services	<u>1,162</u>	<u>1,989</u>	<u>2,981</u>

(b) Performance obligations

Information about the Group’s performance obligations is summarised below:

Provision of services

The performance obligation of e-commerce operation services is satisfied over time as services are rendered and the performance obligation of branding services is satisfied upon the completion of the services and the confirmation by the customers.

Sale of goods

The Group generates product sales revenues primarily through selling products purchased from brand owners to customers via its self-owned online stores or third-party e-commerce platforms. Performance obligation is satisfied when the customers accept the products upon delivery and take possession of the goods.

APPENDIX I

ACCOUNTANTS’ REPORT

The Group applies the practical expedient of not disclosing the transaction price allocated to performance obligations that were unsatisfied as the Group’s contract of revenue recognised at point in time has an original expected duration of less than one year, and the Group’s contract of revenue recognised over time has the right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity’s performance completed to date.

Other income and gains

	Year ended 31 December		
	2023	2024	2025
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Government grants related to income*	50,330	6,931	37,232
Investment income	10,008	11,023	11,657
Interest income	1,714	1,439	1,837
Others	901	787	569
Total	<u>62,953</u>	<u>20,180</u>	<u>51,295</u>

* The government grants related to income have granted for encouraging the development of the Group. These grants related to income are recognised in profit or loss upon receipt of these rewards. There are no unfulfilled conditions or contingencies relating to these grants.

APPENDIX I

ACCOUNTANTS’ REPORT

6. PROFIT BEFORE TAX

The Group’s profit before tax is arrived at after charging/(crediting):

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Cost of inventories sold		35,177	37,760	43,299
Logistics cost		59,931	63,029	68,915
Cost of services provided*		84,174	106,722	135,728
Depreciation of property, plant and equipment	13	32,940	38,148	33,240
Depreciation of right-of-use assets	14(a)	46,108	61,250	67,147
Amortisation of other intangible assets	15	368	591	718
Write-down of inventories to net realisable value		359	2,351	(1,147)
Lease payments not included in the measurement of lease liabilities	14(c)	2,840	1,479	564
Employee benefit expenses** (excluding directors’, chief executives’ and supervisors’ remuneration (<i>note 8</i>)):				
Wages, salaries and bonuses		657,854	755,004	801,596
Pension scheme contributions, social welfare and other welfare		87,874	98,785	110,452
Equity-settled share-based payment expenses		11,293	14,173	15,860
Total		757,021	867,962	927,908
Impairment/(reversal of impairment) of trade receivables, net	18	6,311	(1,884)	3,158
(Reversal of impairment)/impairment of prepayments, other receivables and other assets	19	(410)	55	(31)
Gains on disposal of items of long-term assets		(415)	(198)	(382)
Auditor’s remuneration		917	922	569
[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]

* The amount of cost of services as stated herein excludes those included in the depreciation of property, plant and equipment, depreciation of right-of-use assets, amortisation of other intangible assets, write-down of inventory to net realisable value, employee benefit expenses, lease payments not included in the measurement of lease liabilities and logistics cost.

** The employee benefit expenses for the Relevant Periods are included in “Cost of sales”, “Administrative expenses”, “Selling and marketing expenses”, “Research and development expenses” in the consolidated statement of profit or loss and other comprehensive income.

APPENDIX I

ACCOUNTANTS’ REPORT

7. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on lease liabilities (<i>note 14(b)</i>)	4,458	18,432	27,701

8. DIRECTORS’, CHIEF EXECUTIVES’ AND SUPERVISORS’ REMUNERATION

The remuneration of each of the Company’s directors and supervisors in each of the Relevant Periods is set out below:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Fees	300	300	400
Other emoluments:			
Salaries, allowances and benefits in kind	4,167	4,385	4,831
Performance related bonuses	6,729	7,952	7,545
Equity-settled share-based payment expenses	3,558	12,112	12,799
Pension scheme contributions	147	138	137
Subtotal	14,601	24,587	25,312
Total	14,901	24,887	25,712

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the Relevant Periods were as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Ms. Lin Lin	100	100	100
Mr. Yan Deming	100	100	100
Mr. Yu Jianhai	100	100	100
Ms. Li Xiangxiang (i)	—	—	100
Total	300	300	400

APPENDIX I

ACCOUNTANTS’ REPORT

(b) Executive directors, non-executive directors and supervisors

	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Year ended 31 December 2023					
Executive directors and non-executive directors:					
Mr. Liu	881	939	3,015	21	4,856
Mr. Hu (ii)	743	4,209	–	21	4,973
Mr. Qiu	620	950	–	21	1,591
Mr. Liu Jiangning	607	–	355	21	983
Mr. Liu Shuxiang	–	–	–	–	–
Mr. Guo Zhenwei	–	–	–	–	–
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Supervisors:					
Mr. Ji Qi (iii)	793	530	178	36	1,537
Mr. Xiang Yinchao	234	42	6	13	295
Mr. Zhang Shutang	289	59	4	14	366
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total	<u>4,167</u>	<u>6,729</u>	<u>3,558</u>	<u>147</u>	<u>14,601</u>

	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Year ended 31 December 2024					
Executive directors and non-executive directors:					
Mr. Liu	845	548	3,015	21	4,429
Mr. Hu (ii)	742	5,536	–	21	6,299
Mr. Qiu	622	793	–	21	1,436
Mr. Liu Jiangning	704	–	8,831	21	9,556
Mr. Liu Shuxiang	–	–	–	–	–
Mr. Guo Zhenwei	–	–	–	–	–
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Supervisors:					
Mr. Ji Qi (iii)	917	972	249	26	2,164
Mr. Xiang Yinchao	250	27	9	14	300
Mr. Zhang Shutang	305	76	8	14	403
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total	<u>4,385</u>	<u>7,952</u>	<u>12,112</u>	<u>138</u>	<u>24,587</u>

APPENDIX I

ACCOUNTANTS’ REPORT

	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2025					
Executive directors and non-executive directors:					
Mr. Liu	861	1,526	3,015	21	5,423
Mr. Hu (ii)	4	–	–	4	8
Mr. Qiu	638	300	–	21	959
Mr. Liu Jiangning	743	–	8,864	21	9,628
Mr. Cheng Cheng-Shun (iv)	1,106	2,308	584	21	4,019
Mr. Ji Qi (iii)	923	3,230	318	21	4,492
Mr. Liu Shuxiang	–	–	–	–	–
Mr. Guo Zhenwei	–	–	–	–	–
Supervisors:					
Mr. Xiang Yinchao	242	65	10	14	331
Mr. Zhang Shutang	314	116	8	14	452
Total	4,831	7,545	12,799	137	25,312

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Relevant Periods.

The Supervisors of the Company, including Mr. Ji Qi, Mr. Xiang Yinchao and Mr. Zhang Shutang, automatically ceased to hold office on 9 September 2025 and the Company will no longer have a Supervisory Committee or Supervisors. The Audit Committee will assume the duties and powers of the Supervisory Committee as stipulated by the Company Law.

Notes:

- (i) Ms. Li Xiangxiang was appointed as independent non-executive directors on 15 January 2025 and will resign upon [REDACTED].
- (ii) Mr. Hu Shaoqun ceased to serve as the vice president on 20 January 2025, and resigned as the director on 16 June 2025.
- (iii) Mr. Ji Qi was appointed as executive director on 9 September 2025.
- (iv) Mr. Cheng Cheng-Shun was appointed executive director on 15 January 2025.

APPENDIX I

ACCOUNTANTS’ REPORT

9. FIVE HIGHEST PAID EMPLOYEES

The five individuals with the highest emoluments in the Group during the Relevant Periods include 2, 3 and 4 directors, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining 3, 2 and 1 highest paid employees who are neither a director nor chief executive of the Company for the Relevant Periods are as follows:

	Year ended 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Salaries, allowances and benefits in kind	2,608	1,904	798
Performance related bonuses	2,070	2,701	2,987
Equity-settled share-based payment expenses	1,169	992	440
Pension scheme contributions	73	42	21
Total	<u>5,920</u>	<u>5,639</u>	<u>4,246</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December		
	2023	2024	2025
Nil to HK\$1,000,000.	–	–	–
HK\$1,500,001 to HK\$2,000,000	1	–	–
HK\$2,000,001 to HK\$2,500,000	1	–	–
HK\$2,500,001 to HK\$3,000,000	1	1	–
HK\$3,500,001 to HK\$4,000,000	–	1	–
HK\$4,500,001 to HK\$5,000,000	–	–	1
Total	<u>3</u>	<u>2</u>	<u>1</u>

10. INCOME TAX

	Year ended 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Current income tax	42,417	27,016	40,646
Deferred income tax (<i>note 24</i>)	(3,798)	(8,483)	(13,019)
Total tax charge for the year	<u>38,619</u>	<u>18,533</u>	<u>27,627</u>

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled or operate.

APPENDIX I

ACCOUNTANTS’ REPORT

Pursuant to the Corporate Income Tax (“CIT”) Law of the People’s Republic of China and the respective regulations (the “CIT Law”), the subsidiaries which operate in Chinese Mainland were subject to CIT at a rate of 25% during the Relevant Periods on the taxable income, except for certain subsidiaries of the Group in Chinese Mainland which were granted tax concession and were taxed at preferential tax rates.

Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. and Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. were accredited as a “High and New Technology Enterprise” in 2021 and were therefore entitled to a preferential income tax rate of 15% for each of the Relevant Periods. Such qualifications are subject to review by the relevant tax authority in the PRC every three years.

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled or operate to the tax expense at the effective tax rate is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Profit before tax	288,681	161,761	241,708
Tax at the statutory tax rate of 25%	72,170	40,440	60,427
Lower tax rates for specific provinces or enacted by local authority	(25,874)	(16,040)	(25,626)
Expenses not deductible for tax	2,846	5,662	5,939
Additional deductible allowance for qualified research and development costs	(9,546)	(11,861)	(12,956)
Additional deductible allowance for disabled employees	(400)	(358)	(307)
Adjustments in respect of current tax of previous periods	(93)	690	150
Recognition of tax losses brought forward from previous periods	(484)	—	—
Total tax charge for the year	38,619	18,533	27,627

APPENDIX I

ACCOUNTANTS’ REPORT

11. DIVIDENDS

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Dividends declared by the Company	–	62,380	200,000

On 7 May 2024, the Company declared dividends of RMB62,380,000 to its shareholders, which were paid in June 2024.

On 7 November 2025, the Company declared dividends of RMB200,000,000 to its shareholders, which were paid in November 2025.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the years attributable to owners of the parent, and the weighted average numbers of ordinary shares of 361,000,000, 361,000,000, and 361,000,000 outstanding during the Relevant Periods, respectively.

	As at 31 December		
	2023	2024	2025
Earnings			
Profit attributable to ordinary equity holders of the parent (RMB'000)	250,062	139,102	204,158
Weighted average number of ordinary shares outstanding during the year used in the basic earnings per share calculation ('000)			
	361,000	361,000	361,000

The Group had no potentially dilutive ordinary shares in issue during the Relevant Periods.

APPENDIX I

ACCOUNTANTS’ REPORT

13. PROPERTY, PLANT AND EQUIPMENT

	Furniture and fixtures	Electronic devices	Motor vehicles	Logistics facilities	Leasehold improvements	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023:							
Cost	7,440	31,934	5,581	29,937	42,926	7,274	125,092
Accumulated depreciation	(3,427)	(15,288)	(2,992)	(7,643)	(12,554)	–	(41,904)
Net carrying amount	<u>4,013</u>	<u>16,646</u>	<u>2,589</u>	<u>22,294</u>	<u>30,372</u>	<u>7,274</u>	<u>83,188</u>
At 1 January 2023, net of accumulated depreciation	4,013	16,646	2,589	22,294	30,372	7,274	83,188
Additions	809	8,029	2,265	2,085	1,994	22,115	37,297
Disposals	(14)	(391)	(569)	–	–	–	(974)
Depreciation provided during the year	(1,295)	(9,138)	(974)	(5,613)	(15,920)	–	(32,940)
Transfers	–	40	–	49	1,509	(1,598)	–
At 31 December 2023, net of accumulated depreciation	<u>3,513</u>	<u>15,186</u>	<u>3,311</u>	<u>18,815</u>	<u>17,955</u>	<u>27,791</u>	<u>86,571</u>
At 31 December 2023:							
Cost	8,066	38,361	5,832	32,071	46,428	27,791	158,549
Accumulated depreciation	(4,553)	(23,175)	(2,521)	(13,256)	(28,473)	–	(71,978)
Net carrying amount	<u>3,513</u>	<u>15,186</u>	<u>3,311</u>	<u>18,815</u>	<u>17,955</u>	<u>27,791</u>	<u>86,571</u>
At 1 January 2024:							
Cost	8,066	38,361	5,832	32,071	46,428	27,791	158,549
Accumulated depreciation	(4,553)	(23,175)	(2,521)	(13,256)	(28,473)	–	(71,978)
Net carrying amount	<u>3,513</u>	<u>15,186</u>	<u>3,311</u>	<u>18,815</u>	<u>17,955</u>	<u>27,791</u>	<u>86,571</u>
At 1 January 2024, net of accumulated depreciation	3,513	15,186	3,311	18,815	17,955	27,791	86,571
Additions	1,597	7,781	2,453	781	1,892	34,856	49,360
Disposals	(84)	(86)	(12)	–	(1,633)	–	(1,815)
Depreciation provided during the year	(1,249)	(9,020)	(1,738)	(8,351)	(17,790)	–	(38,148)
Transfers	2,078	547	–	28,210	31,496	(62,331)	–
At 31 December 2024, net of accumulated depreciation	<u>5,855</u>	<u>14,408</u>	<u>4,014</u>	<u>39,455</u>	<u>31,920</u>	<u>316</u>	<u>95,968</u>
At 31 December 2024:							
Cost	10,324	45,958	8,051	61,062	76,609	316	202,320
Accumulated depreciation	(4,469)	(31,550)	(4,037)	(21,607)	(44,689)	–	(106,352)
Net carrying amount	<u>5,855</u>	<u>14,408</u>	<u>4,014</u>	<u>39,455</u>	<u>31,920</u>	<u>316</u>	<u>95,968</u>

APPENDIX I

ACCOUNTANTS’ REPORT

	Furniture and fixtures	Electronic devices	Motor vehicles	Logistics facilities	Leasehold improvements	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2025:							
Cost	10,324	45,958	8,051	61,062	76,609	316	202,320
Accumulated depreciation	(4,469)	(31,550)	(4,037)	(21,607)	(44,689)	–	(106,352)
Net carrying amount	<u>5,855</u>	<u>14,408</u>	<u>4,014</u>	<u>39,455</u>	<u>31,920</u>	<u>316</u>	<u>95,968</u>
At 1 January 2025, net of accumulated depreciation	5,855	14,408	4,014	39,455	31,920	316	95,968
Additions	1,316	7,740	1,592	669	99	8,998	20,414
Disposals	(126)	(143)	(102)	(7)	–	–	(378)
Depreciation provided during the year	(1,841)	(8,059)	(1,581)	(10,896)	(10,863)	–	(33,240)
Transfers	<u>1,809</u>	<u>26</u>	<u>–</u>	<u>4,463</u>	<u>1,964</u>	<u>(8,262)</u>	<u>–</u>
At 31 December 2025, net of accumulated depreciation	<u>7,013</u>	<u>13,972</u>	<u>3,923</u>	<u>33,684</u>	<u>23,120</u>	<u>1,052</u>	<u>82,764</u>
At 31 December 2025:							
Cost	12,373	51,173	9,502	66,176	78,672	1,052	218,948
Accumulated depreciation	<u>(5,360)</u>	<u>(37,201)</u>	<u>(5,579)</u>	<u>(32,492)</u>	<u>(55,552)</u>	<u>–</u>	<u>(136,184)</u>
Net carrying amount	<u>7,013</u>	<u>13,972</u>	<u>3,923</u>	<u>33,684</u>	<u>23,120</u>	<u>1,052</u>	<u>82,764</u>

14. LEASES

The Group as a lessee

The Group has lease contracts for leased properties used in its operations. Leases of leased properties generally have lease terms between 2 and 15 years.

APPENDIX I

ACCOUNTANTS’ REPORT

(a) Right-of-use assets

The carrying amounts of the Group’s right-of-use assets and the movements during the Relevant Periods are as follows:

	Leased properties
	<i>RMB’000</i>
As at 1 January 2023	131,453
Additions	26,912
Depreciation charge	(46,108)
Lease modification	(1,672)
Termination	(354)
As at 31 December 2023 and 1 January 2024	110,231
Additions	391,444
Depreciation charge	(61,250)
Lease modification	(8,087)
As at 31 December 2024 and 1 January 2025	432,338
Additions	115,096
Depreciation charge	(67,147)
Lease modification	(13,080)
As at 31 December 2025	467,207

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		
	2023	2024	2025
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Carrying amount at beginning of year	143,833	115,376	464,491
New leases	26,912	391,444	115,096
Accretion of interest recognised during the year	4,458	18,432	27,701
Payments	(57,805)	(52,674)	(76,089)
Lease modification	(1,672)	(8,087)	(13,080)
Termination	(350)	–	–
Carrying amount at end of year	115,376	464,491	518,119
Analysed into:			
Current portion	39,518	72,807	48,936
Non-current portion	75,858	391,684	469,183

The maturity analysis of lease liabilities is disclosed in note 34 to the Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

- (c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on lease liabilities	4,458	18,432	27,701
Depreciation charge of right-of-use assets	46,108	61,250	67,147
Expense relating to short-term leases	2,840	1,479	564
Total amount recognised in profit or loss	53,406	81,161	95,412

- (d) The total cash outflow for leases is disclosed in note 28(c) to the Historical Financial Information.

15. OTHER INTANGIBLE ASSETS

	Software	Membership fee	Total
	RMB'000	RMB'000	RMB'000
31 December 2023			
Cost at 1 January 2023, net of accumulated amortisation	2,722	1,848	4,570
Additions	281	–	281
Amortisation provided during the year	(368)	–	(368)
At 31 December 2023	2,635	1,848	4,483
At 31 December 2023 and 1 January 2024:			
Cost	3,517	1,848	5,365
Accumulated amortisation	(882)	–	(882)
Net carrying amount	2,635	1,848	4,483
31 December 2024			
Cost at 1 January 2024, net of accumulated amortisation	2,635	1,848	4,483
Additions	1,697	–	1,697
Amortisation provided during the year	(591)	–	(591)
At 31 December 2024	3,741	1,848	5,589
At 31 December 2024 and 1 January 2025:			
Cost	5,214	1,848	7,062
Accumulated amortisation	(1,473)	–	(1,473)
Net carrying amount	3,741	1,848	5,589

APPENDIX I

ACCOUNTANTS’ REPORT

	Software	Membership fee	Total
	RMB'000	RMB'000	RMB'000
31 December 2025			
Cost at 1 January 2025, net of accumulated amortisation	3,741	1,848	5,589
Additions	953	–	953
Amortisation provided during the year	(718)	–	(718)
At 31 December 2025	<u>3,976</u>	<u>1,848</u>	<u>5,824</u>
At 31 December 2025:			
Cost	6,167	1,848	8,015
Accumulated amortisation	<u>(2,191)</u>	<u>–</u>	<u>(2,191)</u>
Net carrying amount	<u>3,976</u>	<u>1,848</u>	<u>5,824</u>

16. INVESTMENTS IN SUBSIDIARIES

The Company

Investments in subsidiaries

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Investments, at cost	<u>61,014</u>	<u>77,853</u>	<u>96,752</u>

17. INVENTORIES

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Finished goods	44,640	45,458	70,819
Others	<u>1,000</u>	<u>1,076</u>	<u>1,338</u>
Total	<u>45,640</u>	<u>46,534</u>	<u>72,157</u>

APPENDIX I

ACCOUNTANTS’ REPORT

18. TRADE RECEIVABLES

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables	454,369	416,112	479,131
Impairment	(23,584)	(21,700)	(24,054)
Net carrying amount	<u>430,785</u>	<u>394,412</u>	<u>455,077</u>

The Group provides credit terms to certain customers with satisfied creditworthiness and long-term relationship. The credit periods for trade receivables are generally 30 days from the date of invoice and are set by different commercial categories or by business scale. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. As at the end of each of the Relevant Periods, the Group did not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	430,785	394,258	454,559
1 to 2 years	–	154	518
Total	<u>430,785</u>	<u>394,412</u>	<u>455,077</u>

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
At beginning of year	17,273	23,584	21,700
Impairment losses/(reversal of impairment losses), net (note 6)	6,311	(1,884)	3,158
Amount written off as uncollectible	–	–	(804)
At end of year	<u>23,584</u>	<u>21,700</u>	<u>24,054</u>

The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. The Group considers the characteristics of the shared credit risk and the ageing of the trade receivables to measure the expected credit losses.

To measure the expected credit losses, trade receivables were grouped based on shared credit risk characteristics and the days past due. Forward-looking information was also incorporated. The expected credit loss rates were 5.19%, 5.21% and 5.02% as at 31 December 2023, 2024 and 2025, respectively.

APPENDIX I

ACCOUNTANTS’ REPORT

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables	150	–	–
Impairment	(7)	–	–
Net carrying amount	143	–	–

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	143	–	–

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current			
Prepayments	8,839	9,564	36,294
Recoverable VAT	5,731	11,505	11,996
Deposits and other receivables	4,274	7,695	3,755
Other current assets	–	48	556
Impairment allowance	18,844 (64)	28,812 (137)	52,601 (103)
Total	18,780	28,675	52,498
Non-current			
Long-term rental deposits	15,129	13,303	13,552
Prepayments for other long-term assets	5,246	4,477	6,220
Prepayments for property, plant and equipment	1,957	68	69
Impairment allowance	22,332 (151)	17,848 (133)	19,841 (136)
Total	22,181	17,715	19,705

Prepayments mainly represent advance payments for marketing and promotion services, inventories, property management services.

APPENDIX I

ACCOUNTANTS’ REPORT

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. During the Relevant Periods, the loss allowance was assessed to be minimal.

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current			
Prepayments	502	617	948
Other current assets	–	–	538
Deposits and other receivables	116	493	173
	618	1,110	1,659
Impairment allowance	(6)	(21)	(4)
Total	612	1,089	1,655
Non-current			
Prepayments for property, plant and equipment	1,856	–	–
Prepayments for other long-term assets	2	–	64
Total	1,858	–	64

APPENDIX I

ACCOUNTANTS’ REPORT

20. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Unlisted equity investment, at fair value	15,015	21,290	25,549

The investment is an equity investment in an unlisted company (“Jiayue (Changxing) Supply Chain Co., Ltd”). The Group holds 5% of the equity interest in Jiayue (Changxing) Supply Chain Co., Ltd. As the Group has no significant influence over Jiayue (Changxing) Supply Chain Co., Ltd and no preferential rights except for the call option that GMJ Developments No.15 Limited has to buy-back and the put option that the Group has to sell 5% of the equity interest, at the both parties’ discretion by the end of August 2029, this investment is classified as financial asset measured at fair value through profit or loss.

21. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash and bank balances	639,502	797,539	758,321
Time deposits	–	–	51,074
Subtotal	639,502	797,539	809,395
Less:			
Restricted cash	(600)	(50)	(150)
Time deposits	–	–	(51,074)
Cash and cash equivalents	638,902	797,489	758,171

Restricted cash comprise of deposits pledged with banks as security in relation to the guarantees for consumer protection service commitments or for the fulfillment and compliance with platform agreements.

The RMB is not freely convertible into other currencies. However, under Chinese Mainland’s Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

APPENDIX I

ACCOUNTANTS’ REPORT

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash and bank balances	536	203,904	251,863
Less:			
Restricted cash	(66)	(50)	(50)
Cash and cash equivalents	470	203,854	251,813

22. TRADE PAYABLES

An ageing analysis of the trade payables, as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within one year	45,800	38,098	51,540
1 to 2 years	–	52	–
Total	45,800	38,150	51,540

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 90 days.

23. OTHER PAYABLES AND ACCRUALS

The Group

	Notes	As at 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Payroll and welfare payable		117,047	124,790	155,740
Accrual and other payables	(b)	25,545	47,670	67,198
Other tax payables		6,792	10,296	9,656
Contract liabilities	(a)	1,989	2,981	3,135
Total		151,373	185,737	235,729
Less: portion as non-current liabilities		(7,155)	(6,805)	(14,907)
Portion classified as current liabilities		144,218	178,932	220,822

APPENDIX I

ACCOUNTANTS’ REPORT

(a) Details of contract liabilities are as follows:

	1 January	31 December	31 December	31 December
	2023	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Provision of services	1,162	1,989	2,981	3,135

(b) Other payables are non-interest-bearing and repayable on demand.

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Payroll payables	6,522	12,617	15,199
Accrual and other payables	1,660	4,089	12,922
Other tax payables	448	1,112	1,106
Total	8,630	17,818	29,227

24. DEFERRED TAX

The movements in deferred tax assets and liabilities during the Relevant Periods are as follows:

Deferred tax assets

	Impairment of financial assets	Government grants	Impairment of inventories	Losses available for offsetting against future taxable profits	Lease liabilities	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Gross deferred tax assets at 1 January 2023	2,420	–	505	963	24,651	28,539
Deferred tax credited/(charged) to profit or loss	1,730	1,624	(76)	2,164	(3,811)	1,631
Gross deferred tax assets at 31 December 2023 and 1 January 2024	4,150	1,624	429	3,127	20,840	30,170
Deferred tax credited to profit or loss	29	215	200	1,393	90,043	91,880
Gross deferred tax assets at 31 December 2024 and 1 January 2025	4,179	1,839	629	4,520	110,883	122,050
Deferred tax credited to profit or loss	338	1,745	250	5,603	15,266	23,202
Gross deferred tax assets at 31 December 2025	4,517	3,584	879	10,123	126,149	145,252

APPENDIX I

ACCOUNTANTS’ REPORT

Deferred tax liabilities

	Depreciation allowance in excess of related depreciation	Right-of-use assets	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Gross deferred tax liabilities at 1 January 2023	–	22,226	22,226
Deferred tax charged/(credited) to profit or loss	61	(2,228)	(2,167)
Gross deferred tax liabilities at 31 December 2023 and 1 January 2024	61	19,998	20,059
Deferred tax (credited)/charged to profit or loss	(30)	83,427	83,397
Gross deferred tax liabilities at 31 December 2024 and 1 January 2025	31	103,425	103,456
Deferred tax (credited)/charged to profit or loss	(26)	10,209	10,183
Gross deferred tax liabilities at 31 December 2025	5	113,634	113,639

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statements of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Net deferred tax assets recognised in the consolidated statements of financial position	10,111	18,594	31,613
Net deferred tax liabilities recognised in the consolidated statements of financial position	–	–	–

25. SHARE CAPITAL

The Group and The Company

	As at 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Issued and fully paid:			
Ordinary shares	361,000	361,000	361,000

APPENDIX I

ACCOUNTANTS’ REPORT

A summary of the Company’s share capital is as follows:

	Ordinary shares	Share capital
	<i>Number of shares in issue</i>	<i>RMB’000</i>
As at 1 January 2023, and 31 December 2023, 2024 and 2025	361,000,000	361,000

In December 2021, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC. As of the conversion date, the net assets of the Company, including paid-in capital, capital reserve, statutory reserve and retained profits, amounting to approximately RMB473,376,000, were converted into 361,000,000 ordinary shares of RMB1.00 each. The excess of the net assets converted over the nominal value of the ordinary shares was credited to the Company’s capital reserve.

26. SHARE-BASED PAYMENTS

Share-based payments to key management personnel

During the year ended December 31, 2024, Shanghai Romomo issued 285,714 and 142,857 of its shares to Mr. Liu Jiangning and an entity controlled by him at a consideration of RMB22.2 per share, respectively.

The fair value of each share granted at granted date was approximately RMB81.6. The Group recognised equity-settled share-based payment expenses of RMB8,476,000 and RMB8,476,000 in relation to the above-mentioned equity-settled share-based payment for the years ended 31 December 2024 and 2025, respectively.

The fair value of each share at the grant date is determined using a DCF model, with the assistance of an independent third-party valuation firm. The key model inputs used in determining the fair value, include discount rate of 12.6% and discount for lack of marketability of 30%.

Employee incentive platform

During the Relevant Periods, the Company signed restricted share agreements (the “RS agreements”) with certain employees.

The following equity-settled share-based payment were outstanding during the Relevant Periods:

	Year ended 31 December					
	2023		2024		2025	
	Number	Weighted average exercise price	Number	Weighted average exercise price	Number	Weighted average exercise price
		<i>RMB</i>		<i>RMB</i>		<i>RMB</i>
At beginning of year	36,873,585	0.0037	33,274,188	0.0037	33,316,566	0.0037
Granted during the year	1,266,988	0.0037	4,709,370	0.0037	–	–
Forfeited during the year	(4,866,385)	0.0037	(4,666,992)	0.0037	(3,197,351)	0.0037
At end of year	33,274,188	0.0037	33,316,566	0.0037	30,119,215	0.0037

On March 20, 2020, the Company convened a board meeting and approved the implementation of an employee stock incentive plan, under which it was proposed to grant stock options corresponding to registered capital of RMB139,535. During 2020 to 2021, the Company granted multiple batches of stock options to the incentive recipients, with the shares corresponding to the options used for incentives being held by Shanghai Buy Quickly Partner Enterprise Management Center (Limited Partnership).

APPENDIX I

ACCOUNTANTS’ REPORT

On December 30, 2021, the Company was converted into a joint stock limited liability company with the registered share capital of RMB361,000,000. The registered capital of Shanghai Buy Quickly Partner Enterprise Management Center (Limited Partnership) had been converted to RMB37,905,050.

The stock options granted by the Company fall into two categories, of which entitles employees to purchase shares after the completion of a service period ranging from 0 to 1 years, and the other entitles employees to purchase shares after a period of 1 to 2 years or 1 to 3 years.

In June 2022, the Company amended its equity-settled share-based payment arrangement by replacing all outstanding share options with restricted shares on a 1:1 basis. Hence, there were no outstanding share options as of 31 December 2022.

The Group recognised equity-settled share-based payment expenses of RMB14,851,000, RMB17,809,000, and RMB20,183,000 in relation to the above-mentioned equity-settled share-based payment for the years ended 31 December 2023, 2024 and 2025, respectively.

Equity-settled share-based payment expense relating to restricted shares granted to employees which is based on the grant date fair values of the restricted shares is recognised on a straight-line basis over the entire vesting period. The fair value of each restricted share at the grant date is determined using a DCF model, with the assistance of an independent third-party valuation firm.

Key assumptions are set out below:

	As at 31 December	
	2023	2024
Discount rate (%)	12	12
Discount for lack of marketability (%)	20	20
	<u> </u>	<u> </u>

27. RESERVES

The Group

The amounts of the Group’s reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity on pages 6 to 8 of the Historical Financial Information.

(a) Statutory reserve

In accordance with the Company Law of the PRC, companies registered in the PRC are required to allocate 10% of the statutory after tax profits to the statutory reserve until the cumulative total of the reserve reaches 50% of the companies registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the companies. The statutory reserve is not available for dividend distribution to equity holders of the PRC subsidiaries.

(b) Capital reserve

The capital reserve represents (i) the acquisition of minority interest of the Group’s subsidiaries; (ii) the excess of capital contributions from the equity holders of the Company over the share capital; and (iii) the conversion of the company into a joint stock company with limited liability underwent in 2021. Details of the movement in capital reserve are set out in the consolidated statements of changes in equity of the Historical Financial Information.

(c) Equity-settled share-based payment reserve

The equity-settled share-based payment reserve comprises the fair value of equity-settled share-based payment granted, as further explained in note 26.

(d) Exchange fluctuation reserve

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial information of entities of which the functional currencies are not RMB.

APPENDIX I

ACCOUNTANTS’ REPORT

The Company

(e) Reserves of the Company

	Capital reserve	Statutory reserve	Equity-settled share-based payment reserve	Retained profits	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2023	4,260	643	51,072	5,790	61,765
Loss for the year	–	–	–	(778)	(778)
Equity-settled share-based payment arrangements	–	–	14,851	–	14,851
Transfer from retained profits . . .	–	–	–	–	–
As at 31 December 2023 and 1 January 2024	<u>4,260</u>	<u>643</u>	<u>65,923</u>	<u>5,012</u>	<u>75,838</u>
Profit for the year	–	–	–	77,020	77,020
Equity-settled share-based payment arrangements	–	–	17,808	–	17,808
Transfer from retained profits . . .	–	7,624	–	(7,624)	–
Dividends declared	–	–	–	(62,380)	(62,380)
As at 31 December 2024 and 1 January 2025	<u>4,260</u>	<u>8,267</u>	<u>83,731</u>	<u>12,028</u>	<u>108,286</u>
Profit for the year	–	–	–	316,899	316,899
Equity-settled share-based payment arrangements	–	–	20,183	–	20,183
Transfer from retained profits . . .	–	31,690	–	(31,690)	–
Dividends declared	–	–	–	(200,000)	(200,000)
As at 31 December 2025	<u>4,260</u>	<u>39,957</u>	<u>103,914</u>	<u>97,237</u>	<u>245,368</u>

28. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the Relevant Periods, the Group had the following major non-cash transactions:

- (i) The Group had non-cash additions to right-of-use assets and lease liabilities of RMB26,912,000, RMB391,444,000 and RMB115,096,000 respectively, in respect of lease arrangements for leased properties.
- (ii) The Group had non-cash additions derecognised to right-of-use assets and lease liabilities of RMB1,672,000, RMB8,087,000 and RMB13,080,000 respectively, in respect of lease modifications for leased properties.

APPENDIX I

ACCOUNTANTS’ REPORT

(b) Changes in liabilities arising from financing activities

	Lease liabilities
	<i>RMB’000</i>
At 1 January 2023	143,833
Changes from financing cash flows	(57,805)
New leases	26,912
Accretion of interest recognised during the year	4,458
Lease modification	(1,672)
Termination	(350)
At 31 December 2023	115,376
At 1 January 2024	115,376
Changes from financing cash flows	(52,674)
New leases	391,444
Accretion of interest recognised during the year	18,432
Lease modification	(8,087)
At 31 December 2024	464,491
At 1 January 2025	464,491
Changes from financing cash flows	(76,089)
New leases	115,096
Accretion of interest recognised during the year	27,701
Lease modification	(13,080)
At 31 December 2025	518,119

(c) Total cash outflow for leases

The total cash outflow for leases included in the statements of cash flows is as follows:

	Year ended 31 December		
	2023	2024	2025
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Within operating activities	2,840	1,479	564
Within financing activities	57,805	52,674	76,089
Total	60,645	54,153	76,653

APPENDIX I

ACCOUNTANTS’ REPORT

29. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

The Group holds 70% share of Shanghai Romomo which has material non-controlling interests. Details of Shanghai Romomo are set out below:

	As at 31 December	
	2024	2025
Percentage of equity interest held by non-controlling interests:		
Shanghai Romomo	30%	30%
	During the year ended/ As at 31 December	
	2024	2025
	RMB’000	RMB’000
Profit for the year allocated to non-controlling interests:		
Shanghai Romomo	4,126	9,923
Dividends paid to non-controlling interests of Shanghai Romomo . .	(5,889)	(4,200)
Accumulated balances of non-controlling interests at the reporting date:		
Shanghai Romomo	10,729	19,797

The following tables illustrate the summarised financial information of the above subsidiary. The amounts disclosed are before any inter-company eliminations:

	During the year ended/ As at 31 December	
	2024	2025
Revenue	376,336	423,617
Total expenses	(362,581)	(390,535)
Profit for the year	13,755	33,082
Total comprehensive income for the year	13,755	33,082
Current assets	161,045	134,738
Non-current assets	56,787	37,030
Current liabilities	(158,723)	(95,539)
Non-current liabilities	(23,345)	(10,237)
Net cash flows from operating activities	46,712	22,503
Net cash flows used in investing activities	(17,615)	(3,102)
Net cash flows used in financing activities	(21,215)	(26,699)
Net increase/(decrease) in cash and cash equivalents	7,882	(7,298)

APPENDIX I

ACCOUNTANTS’ REPORT

30. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with related parties during the Relevant Periods:

(a) Transactions with related parties:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Sales of products and services to related parties			
Entities with significant influence over the			
Group and their subsidiaries*	18,712	22,806	17,204

* Entities with significant influence over the Group and their subsidiaries include Shenzhen Ellassay Fashion Co., Ltd. and HongShan Jingrui (Xiamen) Investment Partnership Enterprise (Limited Partnership), both are shareholders of the Company. The sales to these related parties and/or their affiliates were made according to the terms and prices agreed in the contracts and sales mainly comprise:

- 1) Provision of services to Shenzhen Ellassay Fashion Co., Ltd. and its affiliates amounting to RMB6,096,000, and RMB4,106,000 for the years ended 31 December 2023 and 2024.
- 2) Provision of services to an affiliate of HongShan Jingrui (Xiamen) Investment Partnership Enterprise (Limited Partnership) amounting to RMB12,616,000, RMB18,700,000 and RMB17,204,000 for the Relevant Periods.

(b) Outstanding balances with related parties:

Amounts due from related parties:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade related			
Entities with significant influence over the			
Group and their subsidiaries	4,347	3,766	4,151

APPENDIX I

ACCOUNTANTS’ REPORT

- (c) Compensation of key management personnel of the Group:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salaries, allowances and benefits in kind	5,949	6,289	5,629
Performance related bonuses	8,193	10,653	10,532
Equity-settled share-based payment expenses	4,550	13,104	13,239
Pension scheme contributions	185	180	158
Total compensation paid to key management personnel	18,877	30,226	29,558

Further details of directors’ and the chief executive’s emoluments are included in note 8 to the financial statements.

31. COMMITMENTS

As at the end of each of the Relevant Periods, the Group did not have any material capital commitments.

32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

31 December 2023

Financial assets	Financial asset at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Financial asset at fair value through profit or loss	15,015	–	15,015
Trade receivables	–	430,785	430,785
Financial assets included in prepayments, other receivables and other assets	–	19,188	19,188
Restricted cash	–	600	600
Cash and cash equivalents	–	638,902	638,902
Total	15,015	1,089,475	1,104,490

APPENDIX I

ACCOUNTANTS’ REPORT

Financial liabilities	Financial liabilities at amortised cost
	<i>RMB’000</i>
Trade payables	45,800
Financial liabilities included in other payables and accruals	25,426
Total	71,226

31 December 2024

Financial assets	Financial asset at fair value through profit or loss	Financial assets at amortised cost	Total
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Financial asset at fair value through profit or loss . . .	21,290	–	21,290
Trade receivables	–	394,412	394,412
Financial assets included in prepayments, other receivables and other assets	–	20,728	20,728
Restricted cash	–	50	50
Cash and cash equivalents	–	797,489	797,489
Total	21,290	1,212,679	1,233,969

Financial liabilities	Financial liabilities at amortised cost
	<i>RMB’000</i>
Trade payables	38,150
Financial liabilities included in other payables and accruals	47,492
Total	85,642

APPENDIX I

ACCOUNTANTS’ REPORT

31 December 2025

Financial assets	Financial asset at fair value through profit or loss	Financial assets at amortised cost	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Financial asset at fair value through profit or loss . . .	25,549	–	25,549
Trade receivables	–	455,077	455,077
Financial assets included in prepayments, other receivables and other assets	–	17,068	17,068
Time deposits	–	51,074	51,074
Restricted cash	–	150	150
Cash and cash equivalents	–	758,171	758,171
Total	25,549	1,281,540	1,307,089
Financial liabilities		Financial liabilities at amortised cost	
		<i>RMB'000</i>	
Trade payables		51,540	
Financial liabilities included in other payables and accruals		67,010	
Total		118,550	

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, other receivables and other assets, trade payables, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments. Management has also assessed the fair value of non-current portion of time deposits approximate to its carrying amount.

The Group’s finance department headed by the Finance Director is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of each of the Relevant Periods, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Chief Financial Officer.

The fair values of the financial assets are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

For the fair value of financial asset at fair value through profit or loss, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

APPENDIX I

ACCOUNTANTS’ REPORT

Below is a summary of significant unobservable inputs to the valuation of financial instruments as at the end of each of the Relevant Periods:

Description	Valuation technique	Unobservable inputs	Amount of inputs			The Relationship Between Unobservable Inputs and Fair Value
			31 December 2023	31 December 2024	31 December 2025	
Financial asset at fair value through profit or loss	Direct capitalization method	Capitalization Rate	5.5%-7.0%	5.5%-7.0%	5.5%-7.0%	higher capitalization rate, lower fair value

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group’s financial instruments:

Assets measured at fair value

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB’000	RMB’000	RMB’000	RMB’000
As at 31 December 2023				
Financial asset at fair value through profit or loss	—	—	15,015	15,015
As at 31 December 2024				
Financial asset at fair value through profit or loss	—	—	21,290	21,290
As at 31 December 2025				
Financial asset at fair value through profit or loss	—	—	25,549	25,549

For the years ended 31 December 2023, 2024 and 2025, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for a financial asset.

The Group did not have any financial liabilities measured at fair value as at 31 December 2023, 2024 and 2025.

APPENDIX I

ACCOUNTANTS’ REPORT

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial instruments comprise cash and cash equivalents, trade receivables, financial assets included in prepayments other receivables and other assets, financial asset at fair value through profit or loss, trade payables and financial liabilities included in other payables and accruals. The main purpose of these financial instruments is to raise finance for the Group’s operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables which arise directly from its operations.

The main risks arising from the Group’s financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing these risks and they are summarised below.

Credit risk

The Group trades only with recognised and creditworthy customers with no requirement for collateral. It is the Group’s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group’s exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each of the Relevant Periods.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2023	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Trade receivables*	–	–	–	454,369	454,369
Financial assets included in prepayments, other receivables and other assets					
– Normal**	19,403	–	–	–	19,403
Restricted cash					
– Not yet past due	600	–	–	–	600
Cash and cash equivalents					
– Not yet past due	638,902	–	–	–	638,902
Total	658,905	–	–	454,369	1,113,274

APPENDIX I

ACCOUNTANTS’ REPORT

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
As at 31 December 2024	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	416,112	416,112
Financial assets included in prepayments, other receivables and other assets					
– Normal**	20,998	–	–	–	20,998
Restricted cash					
– Not yet past due	50	–	–	–	50
Cash and cash equivalents					
– Not yet past due	797,489	–	–	–	797,489
Total	818,537	–	–	416,112	1,234,649
	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
As at 31 December 2025	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	479,131	479,131
Financial assets included in prepayments, other receivables and other assets					
– Normal**	17,307	–	–	–	17,307
Time deposits and restricted cash					
– Not yet past due	51,224	–	–	–	51,224
Cash and cash equivalents					
– Not yet past due	758,171	–	–	–	758,171
Total	826,702	–	–	479,131	1,305,833

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 18 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 18 to the Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management of the Group to finance the operations and mitigate the effects of fluctuations of cash flows.

The maturity profile of the Group’s financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
As at 31 December 2023				
Trade payables	45,800	–	–	45,800
Financial liabilities included in other payables and accruals	18,271	7,155	–	25,426
Lease liabilities	40,722	82,374	–	123,096
Total	<u>104,793</u>	<u>89,529</u>	<u>–</u>	<u>194,322</u>
As at 31 December 2024				
Trade payables	38,150	–	–	38,150
Financial liabilities included in other payables and accruals	40,687	6,805	–	47,492
Lease liabilities	87,829	240,097	315,302	643,228
Total	<u>166,666</u>	<u>246,902</u>	<u>315,302</u>	<u>728,870</u>
As at 31 December 2025				
Trade payables	51,540	–	–	51,540
Financial liabilities included in other payables and accruals	52,103	14,907	–	67,010
Lease liabilities	80,516	274,513	385,639	740,668
Total	<u>184,159</u>	<u>289,420</u>	<u>385,639</u>	<u>859,218</u>

APPENDIX I

ACCOUNTANTS’ REPORT

Capital management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders’ value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No change was made in the objectives, policies or processes for managing capital during the Relevant Periods.

The Group monitors capital using debt-to-asset ratio, which is total liabilities divided by total assets. The ratios as at the end of each of the Relevant Periods were as follows:

	As at 31 December		
	2023	2024	2025
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Total liabilities	336,252	700,862	825,477
Total assets	1,383,299	1,858,654	2,021,789
Debt-to-asset ratio	24.31%	37.71%	40.83%

35. EVENTS AFTER THE RELEVANT PERIODS

On 8 April 2026, the Company declared cash dividends of RMB200.0 million.

36. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 31 December 2025.

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

This appendix primarily provides an overview of the Articles of Association for potential [REDACTED]. As the following data is only a summary, it does not contain all the information that might be important to potential [REDACTED].

ISSUANCE OF SHARES

For the same class of shares issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. For the shares subscribed by any organization or individual, the price payable for each of such shares shall be the same. The overseas listed shares issued by the Company may adopt the form of overseas shares depository receipts or other derivative forms of shares in accordance with the laws of the place where the Company's shares are listed and the customary practices of securities registration and depository. If the Company's share capital includes non-voting shares, the designation of such shares shall include the words “non-voting”. Any variation of the rights attached to a class of shares shall be approved by a resolution passed at a separate class meeting of the shareholders of that class by shareholders representing at least two-thirds of the voting rights of those present and entitled to vote on such variation.

All the shares issued by the Company shall have a par value denominated in RMB, which shall be RMB1 for each share.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

The Company may, based on its operational and development needs and in accordance with the relevant provisions of laws and regulations, increase its capital in the following ways upon a resolution at the shareholders' meeting:

- (1) By public issuance of shares after approval by relevant authorities;
- (2) By non-public issuance of shares;
- (3) By allotting bonus shares to its existing shareholders;
- (4) By converting the Company's reserve fund into additional capital;
- (5) By any other means permitted by laws, administrative regulations, and relevant regulatory bodies, including the securities regulatory authority and stock exchange, in the place where the Company's shares are listed.

The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations, the Hong Kong Listing Rules, and other relevant provisions.

The Company may reduce its registered capital. Such reduction of registered capital shall be handled in accordance with the Company Law, other relevant laws and regulations, as well as these Articles of Association.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

The Company shall not acquire its own shares, except in any of the following circumstances:

- (1) Reducing the Company's registered capital;
- (2) Merging with another company that holds shares in the Company;
- (3) Using shares for employee stock ownership plans or equity incentive plans;
- (4) Acquiring shares held by shareholders (upon their request) who vote against any resolution proposed in any shareholders' meeting on the merger or division of the Company;
- (5) Using shares to convert the corporate bonds issued by the Company that are convertible into shares;
- (6) Serving as a necessity for the Company to protect its value and shareholders' interests;
- (7) Other circumstances as permitted by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and other relevant provisions.

The Company may acquire its own shares through open and centralized trading, or by other means recognized by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and relevant regulatory authorities such as the securities regulatory authority and stock exchange. The repurchase of the Company's H Shares shall comply with the Hong Kong Listing Rules, as well as other relevant laws, regulations, and regulatory provisions of the place where the Company's shares are listed.

In case the Company purchases its own shares under the circumstances outlined in items (3), (5), or (6) of the first paragraph of Article 26 of these Articles of Association, such purchase shall take place in the form of open and centralized trading, and must comply with the requirements of the Hong Kong Listing Rules and the regulatory rules and guidelines of the Hong Kong Stock Exchange.

Where the Company purchases its own shares under the circumstances outlined in items (1) or (2) of the first paragraph of Article 26 of these Articles of Association, such purchase shall be subject to a resolution at the shareholders' meeting. In case the Company purchases its own shares in circumstances provided under items (3), (5), or (6) of the first paragraph of Article 26 of these Articles of Association, such purchase may be approved by a resolution at a Board meeting attended by more than two-thirds of the directors, in accordance with the provisions of these Articles of Association or the authorization granted by the shareholders' meeting.

For any share purchases by the Company in accordance with the first paragraph of Article 26 of these Articles of Association, shares purchased under item (1) shall be canceled within ten days from the date of acquisition. For the circumstances described under items (2)

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

or (4), the shares shall be transferred or canceled within six months. For the circumstances described under items (3), (5), or (6), the total number of shares held by the Company shall not exceed ten percent of the total issued shares of the Company, and the shares purchased by the Company shall be transferred or canceled within three years. If any laws, regulations, normative documents, or relevant provisions of the securities regulatory authority or stock exchange in the place where the Company's shares are listed provide otherwise with respect to the matters relating to the aforementioned share repurchase, such provisions shall prevail. After the Company purchases its H Shares in accordance with the first paragraph of Article 27 of these Articles of Association, such shares may, at the Company's option, be canceled immediately or held as treasury shares in accordance with the Hong Kong Listing Rules. Where a director does not specify that the relevant shares shall be held as treasury shares, such shares shall be canceled. The Company shall keep treasury shares in a separate account with the Hong Kong Securities Clearing Company Limited that can be clearly identified as holding treasury shares. The Company shall not exercise any rights in respect of its treasury shares, nor shall it declare or pay any dividends on such shares. Subject to these Articles of Association and the Hong Kong Listing Rules, the Company may dispose of treasury shares on such terms and conditions as determined by the directors.

TRANSFER OF SHARES

The Company's shares may be transferred in accordance with the law.

The Company shall not accept its own shares as the subject of a pledge.

Shares issued by the Company prior to its public offering shall not be transferred within one year from the date the Company's shares are listed and traded on a stock exchange.

The Company's directors and senior management personnel shall report to the Company their shareholdings in the Company and any changes thereto. During their term of office, as determined at the time of appointment, the number of shares transferred annually shall not exceed 25% of the total number of shares of the same class held by them in the Company. The shares of the Company held by them shall not be transferred within one year from the date the Company's shares are listed and traded on a stock exchange. The aforementioned individuals shall not transfer the shares of the Company held by them within six months commencing from the termination of their service.

Where the relevant regulations of the securities regulatory authority or stock exchange in the place where the Company's shares are listed impose other restrictions on the transfer of overseas listed shares, such regulations shall prevail.

Where any shares are pledged during the period of transfer restriction prescribed in a law or administrative regulation, the pledgee shall not exercise the pledge during the period of transfer restriction.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

SHAREHOLDERS AND SHAREHOLDERS' MEETING

Shareholders

The Company shall maintain the register of members, which shall serve as sufficient evidence to prove a shareholder's holding of the Company's shares. Shareholders shall enjoy rights and assume obligations according to the class of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Shareholders of the Company shall be entitled to the following rights:

- (1) The right to receive dividends and other forms of profit distribution in proportion to the number of shares held;
- (2) The right to propose, convene, and preside over, to attend, or appoint a proxy to attend shareholders' meetings, and to exercise the corresponding voting rights in accordance with laws;
- (3) The right to supervise the Company's operations, and to put forward suggestions, or raise inquiries;
- (4) The right to transfer, donate, or pledge the shares held by them in accordance with laws, administrative regulations, and these Articles of Association;
- (5) The right to have access to and copy the Company's Articles of Association, the register of members, minutes of shareholders' meetings, resolutions passed at the Board meetings, and financial accounting reports. Shareholders who meet the requirements may consult the Company's accounting books and accounting vouchers. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall apply;

The Company shall keep a complete duplicate of the register of members and minutes of shareholders' meetings at its domicile in Hong Kong as required by the Hong Kong Listing Rules. The entrusted overseas agent shall at all times ensure the consistency between the original and the duplicate of the register of members of overseas listed shares. The Hong Kong branch register of members shall be available for inspection by shareholders free of charge. However, the Company may suspend the shareholder registration procedures in accordance with Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Shareholders demanding inspection of the aforementioned information or copies of relevant materials shall provide the Company with written documents proving the class and quantity of shares they hold in the Company. Upon verification of the shareholder's identity, the Company shall provide such information as requested;

- (6) The right to participate in the distribution of the Company's remaining assets in proportion to the number of shares held when the Company ceases operation or undergoes liquidation;
- (7) With respect to shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company, the right to demand that the Company acquire the shares held by them;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (8) Other rights conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

If a shareholder requests to inspect, copy, or obtain the relevant information or materials as mentioned in item (5) of the preceding article, the shareholder shall provide the Company with written documents proving the class and quantity of shares they hold in the Company. Upon verification of the shareholder's identity, the Company shall provide such information as requested.

If a resolution passed at the Company's shareholders' meeting or Board meeting violates laws or administrative regulations, shareholders shall have the right to resort to the People's Court to have the same declared invalid. If the procedures for convening, or the method of voting at, a shareholders' meeting or Board meeting violates laws, administrative regulations, or these Articles of Association, or the content of a resolution violates these Articles of Association, shareholders shall have the right to request the People's Court to revoke such resolution within 60 days from the date on which such resolution is adopted. However, an exception applies where the procedures for convening, or the method of voting at, a shareholders' meeting or Board meeting only has minor flaws, without causing a substantive impact on the resolution. Shareholders who are not notified to attend a shareholders' meeting may, within sixty days from the date they know or should have known that a resolution has been adopted, request the People's Court to revoke the resolution. Where the right of revocation is not exercised within one year from the date the resolution is adopted, such right shall be extinguished.

In any of the following circumstances, a resolution passed at the Company's shareholders' meeting or Board meeting shall be deemed invalid:

- (1) A resolution is adopted without convening a shareholders' meeting or a Board meeting;
- (2) The matters to be resolved are not voted on at the shareholders' meeting or Board meeting;
- (3) The number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or these Articles of Association;
- (4) The number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in Company Law or these Articles of Association.

If directors or senior management personnel, other than members of the Audit Committee, violate laws, administrative regulations, or these Articles of Association in the course of performing their duties, and cause losses to the Company, shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to request in writing the Audit Committee to initiate legal proceedings

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

with the People's Court. Where the Company incurs losses as a result of the Audit Committee members' violation of any laws, administrative regulations, or these Articles of Association in the course of performing their duties for the Company, the aforementioned shareholders may request in writing the Board to initiate legal proceedings with the People's Court.

In the event that the Audit Committee or the Board refuses to initiate legal proceedings after receiving the written request of shareholders stated in the preceding paragraph, or fails to initiate such legal proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such legal proceedings immediately will result in irreparable damage to the Company's interests, shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings with the People's Court in their own names for the interest of the Company.

The Company's shareholders shall undertake the following obligations:

- (1) Abide by laws, administrative regulations, and these Articles of Association;
- (2) Pay capital contributions according to the number of shares subscribed and the method of subscription;
- (3) Not to surrender the shares unless required by laws and regulations;
- (4) Not to abuse their shareholders' rights to harm the interests of the Company or other shareholders, and not to abuse the Company's independent legal person status and shareholders' limited liability to harm the interests of any creditor of the Company;
- (5) Other obligations imposed by laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause any loss to the Company or other shareholders shall be liable for compensation according to the law.

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall bear joint and several liability for the Company's debts.

General Provisions on the Shareholders' Meeting

The shareholders' meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:

- (1) To decide on the Company's business policies and investment plans;
- (2) To elect and replace directors who are not employee representatives, and to decide on their remuneration;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (3) To examine and approve the reports of the Board;
- (4) To examine and approve the Company’s annual financial budgets and final accounts;
- (5) To examine and approve the Company’s profit distribution plans and plans for making up losses;
- (6) To resolve on the increase or reduction of the Company’s registered capital, or to authorize the Board of Directors to decide, within three years, the offerings of shares not exceeding 50% of the issued shares (excluding capital contributions in the form of non-monetary assets);
- (7) To resolve on the issuance of bonds by the Company;
- (8) To resolve on the merger, division, dissolution, liquidation, or change of corporate form of the Company;
- (9) To amend these Articles of Association;
- (10) To resolve on the appointment or dismissal of accounting firms for the Company;
- (11) To examine and approve the transaction matters stipulated in Articles 48, 49, and 50 of these Articles of Association;
- (12) To examine matters relating to the purchase or sale of the Company’s significant assets within any continuous twelve-month period, which exceed 30% of the Company’s latest audited total assets;
- (13) To examine and approve matters relating to changes in the use of funds raised;
- (14) To examine equity incentive plans and employee stock ownership plans;
- (15) To examine and approve the matters relating to the purchase of liability insurance for the Company’s directors and senior management personnel;
- (16) To examine other matters required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules (including but not limited to Chapters 14 and 14A of the Hong Kong Listing Rules), or these Articles of Association, to be resolved by the shareholders’ meeting.

Where the Board of Directors decides to issue shares in accordance with item (6) of the preceding paragraph, which results in a change to the Company’s registered capital and the number of issued shares, the amendment of these Articles of Association regarding such changes shall not require further voting at a shareholders’ meeting.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

Any of the following guarantees provided by the Company must be reviewed and approved by the Board of Directors before being submitted to the shareholders’ meeting for approval:

- (1) Any single guarantee with an amount exceeding 10% of the Company’s latest audited net assets;
- (2) Any guarantee provided after the total amount of guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company’s latest audited net assets;
- (3) Guarantees provided to a party whose asset-liability ratio exceeds 70%;
- (4) Guarantees where the cumulative amount within twelve consecutive months exceeds 50% of the Company’s latest audited net assets, and the absolute amount exceeds RMB50 million;
- (5) Guarantees with a cumulative amount within twelve consecutive months exceeding 30% of the Company’s latest audited total assets;
- (6) Guarantees provided to shareholders, actual controllers, and their related parties;
- (7) Any guarantee provided after the total amount of guarantees to third parties provided by the Company has exceeded 30% of its latest audited total assets; and
- (8) Other guarantees requiring approval by the shareholders’ meeting as stipulated by laws, administrative regulations, departmental rules, or these Articles of Association.

Guarantees within the scope of authority of the Board of Directors are subject to the approval of more than two-thirds of the directors present at the Board meeting. Guarantees specified in item (5) of the first paragraph of the Articles of Association are subject to the approval of shareholders present at the meeting and holding more than two-thirds of the voting rights.

Where a shareholders’ meeting deliberates a proposal on the provision of guarantee for a shareholder, actual controller or any of their connected parties, such shareholder or the shareholder controlled by such actual controller shall not participate in the vote on such proposal. The proposal shall not be passed unless it is voted for by more than half of the voting rights held by the other shareholders present.

If the Company provides guarantees to related parties (as defined in the Hong Kong Listing Rules), it shall comply with the applicable provisions of the Hong Kong Listing Rules.

If the Company provides guarantees to its wholly-owned subsidiaries, or provides guarantees to its controlling subsidiaries and the other shareholders of such controlling subsidiaries provide guarantees in proportion to their respective equity interests, such

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

guarantees may be exempted from being submitted to the shareholders' meeting for deliberation, even though they fall under the circumstances set out in items (1) to (4) the first paragraph of the Articles of Association.

Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meeting shall be held once a year, within 6 months after the end of the previous fiscal year.

The Company shall hold an extraordinary shareholders' meeting within two months from occurrence of any of the following circumstances:

- (1) The number of directors falls below two-thirds of the number stipulated in the Company Law or these Articles of Association;
- (2) The unrecovered losses reach one-third of the Company's total share capital;
- (3) Shareholders, individually or jointly holding more than 10% of the Company's shares, propose to hold an extraordinary meeting;
- (4) The Board of Directors considers it necessary to hold such a meeting;
- (5) The Audit Committee proposes to hold such a meeting;
- (6) Other circumstances as stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Convening of Shareholders' meetings

Shareholders' meetings shall be convened by the Board of Directors. With the consent of more than half of all independent non-executive directors, the independent non-executive directors shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. The Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary shareholders' meeting within ten days upon receiving an independent non-executive director's request to convene such a meeting, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Should the Board of Directors agree to convene an extraordinary shareholders' meeting, a notice concerning the said meeting shall be issued within five days from passing of a board resolution. Should the Board of Directors disagree to convene the said meeting, it shall state and announce the reasons in accordance with the regulatory rules of the place where the Company's shares are listed and other relevant provisions.

Where the securities regulatory authority of the place where the Company's shares are listed provides otherwise, such provisions shall prevail.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such a proposal to the Board of Directors in writing. The Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary shareholders' meeting within ten days upon receiving such a proposal in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Should the Board of Directors agree to convene the extraordinary shareholders' meeting, a notice concerning the said meeting shall be issued in five days from passing of a board resolution. Should changes be made to the original request in the notice, consent has to be obtained from the Audit Committee.

Should the Board of Directors disagree to convene the said meeting of shareholders, or fail to reply in ten days upon receiving the request, the Board of Directors shall be considered unable or failing to perform the obligation to convene shareholders' meetings, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders, individually or collectively holding more than 10% of the Company's shares (excluding voting rights attached to treasury shares) have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and such proposal shall be made in writing. The Board of Directors shall provide written feedback regarding the acceptance or refusal to convene an extraordinary shareholders' meeting within ten days upon receiving the request in accordance with laws, administrative regulations, the Hong Kong Listing Rules, and the provisions of these Articles of Association, and reply to the shareholders in writing.

Should the Board of Directors agree to convene the extraordinary shareholders' meeting, a notice concerning the meeting shall be issued within five days from passing of a board resolution. Should the Board of Directors change the original proposal in the notice, consent has to be obtained from related shareholders. Where laws, administrative regulations, departmental rules, or the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Should the Board of Directors disagree to convene the extraordinary shareholders' meeting or fail to reply within 10 days upon receiving the request, shareholders individually or jointly holding more than 10% of the Company's shares (excluding voting rights attached to treasury shares) have the right to propose to the Audit Committee to convene an extraordinary shareholders' meeting, and such a proposal shall be made in writing.

The Audit Committee shall reply in writing regarding the acceptance or refusal to convene an extraordinary shareholders' meeting within ten days upon receiving such a proposal in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Should the Audit Committee agree to convene the extraordinary shareholders' meeting, a notice concerning the extraordinary shareholders' meeting shall be issued within five days upon receiving the request. Should changes be made to the original request in the notice, consent has to be obtained from related shareholders.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

Should the Audit Committee fail to issue the notice for the said meeting within the specified time limit, it shall be deemed that the Audit Committee will not convene or preside over the meeting, and shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days have the right to convene and preside over the meeting themselves.

Proposals and Notices of Shareholders' meetings

A proposal shall fall within the scope of authority of the shareholders' meeting, have specific topics and matters to be resolved, and comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

When the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee, and shareholders individually or jointly holding more than 1% of the Company's shares have the right to propose to the Company.

Shareholders individually or collectively holding more than 1% of the Company's shares may put forward any interim proposal in writing and submit such proposal to the convener 10 days prior to the holding of the shareholders' meeting. The convener shall send out a supplementary notice of the shareholders' meeting within two days of receipt of the temporary proposal, and submit the temporary proposal to the shareholders' meeting for deliberation. However, this does not apply to interim proposals that violate laws, administrative regulations, or the provisions of these Articles of Association, or that do not fall within the scope of authority of the shareholders' meeting.

Except as provided in the preceding paragraph, the convener shall not modify the proposals listed in the notice of the shareholders' meeting or add new proposals after sending such notice out.

The shareholders' meeting shall not vote on or resolve any proposals not specified in the notice of the shareholders' meeting or not in conformity with laws, regulations, and the provisions of these Articles of Association.

The convener shall notify each shareholder 20 days before an annual shareholders' meeting, and 15 days before an extraordinary shareholders' meeting, unless all shareholders agree in writing to waive such notice. Where laws, regulations, or the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed provide otherwise, such provisions shall prevail. If, pursuant to the securities regulatory rules of the place where the Company's shares are listed, a shareholders' meeting must be postponed due to the issuance of a supplementary notice for the meeting, the convening of the shareholders' meeting shall be postponed in accordance with the said securities regulatory rules. When calculating the advance notice period, the Company shall not include the day the meeting is held, but may include the day the notice of the meeting is given.

The notice of a shareholders' meeting shall contain the following details:

- (1) The time, venue, and duration of the meeting;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (2) The matters and proposals to be discussed at the meeting;
- (3) A prominent written statement that all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote at the meeting; such proxy is not required to be a shareholder of the Company;
- (4) The record date for shareholders entitled to attend the shareholders' meeting;
- (5) The name and telephone number of the standing contact persons in connection with the meeting;
- (6) The voting time and procedures by online or other means.
- (7) Other contents stipulated by relevant laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

The notice of the shareholders' meeting and any supplementary notice shall contain the information required by applicable laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and these Articles of Association, and shall fully and completely disclose the specific details of all proposals, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed require the opinion of independent non-executive directors, their opinions and reasons shall be disclosed simultaneously when issuing the notice of the shareholders' meeting or any supplementary notice.

The notice of the shareholders' meeting shall clearly state whether (and how) shareholders participating remotely can vote.

If the shareholders' meeting is conducted online or by other means, the notice of the shareholders' meeting shall specify the voting time and procedures for such online or other means. The interval between the record date and the meeting date shall not exceed seven business days. Once confirmed, the record date shall not be changed.

If the Company needs to provide supplementary important information regarding a proposed matter for the shareholders' meeting, such information must be provided no less than ten business days before the meeting. If necessary, the Company shall postpone the shareholders' meeting to ensure compliance with this provision.

Holding of Shareholders' Meetings

All holders of ordinary shares registered in the register of members on the record date, or their proxies, are entitled to attend shareholders' meetings and to speak and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association, unless individual shareholders are required to abstain from voting on specific matters under the Hong Kong Listing Rules (for example, if a shareholder has a material interest in an

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

individual transaction or arrangement being voted upon). Shareholders may attend shareholders' meetings in person or appoint a proxy to attend and vote on their behalf.

Individual shareholders attending the meeting in person shall present their identity card or other valid documents or certificates proving their identity; those appointing a proxy to attend the meeting shall present their valid identity document and a power of attorney for the shareholders.

Institutional shareholders shall be represented at the meeting by their legal representative (person-in-charge) or a proxy appointed by the legal representative (person-in-charge). If the legal representative (person-in-charge) attends the meeting, he/she shall present his/her identity card and valid documents proving his/her qualification as legal representative (person-in-charge); if a proxy attends the meeting, the proxy shall present his/her identity card, a written power of attorney lawfully issued by the legal representative (person-in-charge) of the institutional shareholder (except for recognized clearing houses or their agents as defined by ordinances enacted in Hong Kong from time to time), or a form of proxy signed by a duly authorized person. If an institutional shareholder has appointed a representative to attend any meeting, it shall be deemed as personal attendance by the institutional shareholder.

Shareholders without independent legal personality shall be represented at the meeting by their person-in-charge (for partnership enterprises, this refers to the executive partner, general partner, or the representative appointed by the executive partner, the same applies hereinafter) or a proxy appointed by the person-in-charge. If the person-in-charge attends the meeting, he/she shall present his/her identity card and valid proof of his/her qualification as the person-in-charge; if a proxy attends the meeting, the proxy shall present his/her identity card and a written power of attorney lawfully issued by the person-in-charge of the shareholder entity.

When a shareholder appoints a proxy to attend a shareholders' meeting, the entrusted matters, scope of authority, and term of entrustment shall be clearly specified.

A shareholders' meeting convened by the Board of Directors shall be presided over by the Chairman. If the Chairman is unable or fails to perform his/her duties, the meeting shall be presided over by the Vice Chairman (if any). If the Vice Chairman (if any) is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.

A shareholders' meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform their duties, the meeting shall be presided over by an Audit Committee member jointly elected by more than half of the Audit Committee members.

A shareholders' meeting convened by shareholders themselves shall be presided over by a representative elected by the conveners.

If the meeting chairperson violates the rules of procedure, preventing the shareholders' meeting from continuing, the shareholders' meeting may, with the consent of more than half of the voting shareholders present, elect a new chairperson to continue the meeting.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

The Company shall formulate rules of procedure for shareholders' meetings, which shall specify in detail the procedures for convening and voting at shareholders' meetings, including notification, registration, deliberation of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, as well as the principles for the shareholders' meeting's authorization to the Board of Directors. The authorized content shall be clear and specific. The rules of procedure for shareholders' meetings shall be an appendix to these Articles of Association, drafted by the Board of Directors, and approved by the shareholders' meeting.

Voting at the Shareholders' Meeting

Resolutions of the shareholders' meeting are categorized as ordinary resolutions and special resolutions.

For an ordinary resolution to be passed by the shareholders' meeting, it must be approved by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

For a special resolution to be passed by the shareholders' meeting, it must be approved by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

The following matters shall be approved by the shareholders' meeting via an ordinary resolution:

- (1) The Board of Directors' work report;
- (2) The profit distribution plan and loss recovery plan proposed by the Board of Directors;
- (3) The appointment, removal, remuneration, and payment methods of Board of Directors members;
- (4) The Company's annual budget plan and final accounts plan;
- (5) The Company's annual report;
- (6) Other matters not required to be approved by a special resolution under laws, administrative regulations, the regulatory rules of the Company's stock listing venue, or these Articles of Association.

The following matters shall be approved by the shareholders' meeting via a special resolution:

- (1) Increasing or decreasing the Company's registered capital;
- (2) The Company's division, spin-off, merger, dissolution, liquidation, and other changes in company form;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (3) Amendments to these Articles of Association;
- (4) If the amount of significant assets purchased or sold by the Company, or guarantees provided to others, within any consecutive 12 months exceeds 30% of the Company's most recently audited total assets;
- (5) Equity incentive plans;
- (6) Other matters required by laws, administrative regulations, the regulatory rules of the Company's stock listing venue, and the Hong Kong Listing Rules or these Articles of Association, as well as those deemed by the shareholders' meeting via an ordinary resolution to have a significant impact on the Company, which therefore require approval by a special resolution.

Shareholders (including shareholder proxies) shall exercise their voting rights based on the number and type of voting shares they represent.

When the shareholders' meeting considers significant matters that affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate counting shall be disclosed in a timely manner in accordance with laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange where the Company's shares are listed, or the provisions of these Articles of Association.

Shares held by the Company itself shall have no voting rights, and shall not be included in the total number of shares with voting rights present at the shareholders' meeting, nor shall they be deposited into the Central Clearing and Settlement System. If a shareholder acquires shares with voting rights in the Company in violation of the first and second paragraphs of Article 63 of the Securities Law, the portion of shares exceeding the prescribed ratio shall not exercise voting rights within 36 months after acquisition, and shall not be included in the total number of shares with voting rights present at the shareholders' meeting.

If laws, administrative regulations, or the regulatory rules of the stock exchange where the Company's shares are listed stipulate that shareholders cannot exercise or waive any voting rights, or are restricted to only vote in favor or against a certain proposal, then such shareholder or their proxy shall waive or cast votes in compliance therewith. If there is any violation of the aforementioned provisions or restrictions, the votes cast by such shareholder or their proxy shall not be counted in the voting results.

Where the securities regulatory authorities and/or stock exchanges at the place where the Company's shares are listed establish a corresponding mechanism for publicly soliciting shareholder voting rights, the company's Board of Directors, independent non-executive directors, shareholders holding more than 1% of the shares with voting rights, or investor protection agencies established in accordance with laws, administrative regulations, or the regulations of the securities regulatory authorities at the place where the company's shares are listed, may publicly solicit shareholder voting rights. When soliciting shareholder voting rights, specific voting intentions and other information shall be fully disclosed to the solicited

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

parties. Eligible shareholders shall not solicit from other shareholders their lawful shareholder rights (including the right to convene shareholders’ meetings, the right to submit proposals, the right to nominate candidates and voting rights) by means of payment or disguised payment. Except for conditions stipulated by relevant laws and regulations and the Hong Kong Listing Rules, the Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

When a shareholders’ meeting considers matters concerning connected transactions (as defined under the Hong Kong Listing Rules), shareholders who constitute connected persons (as defined under the Hong Kong Listing Rules) (hereinafter referred to as “**connected shareholders**”) shall abstain from voting. The number of voting shares represented by them shall not be included in the total number of valid votes cast. The announcement of the resolution of the shareholders’ meeting shall fully disclose the voting status of the non-connected shareholders.

BOARD OF DIRECTORS

Directors

Directors of the Company shall be natural persons elected by the shareholders’ meeting. A person shall not serve as a director of the Company under any of the following circumstances:

- (1) Being a person with no capacity for civil conduct or limited capacity for civil conduct;
- (2) Having been sentenced to criminal punishment for corruption, bribery, misappropriation of property, embezzlement, or disruption of the order of the socialist market economic order, and less than five years have passed since the completion of sentence execution; or having been deprived of political rights due to a crime, and less than five years have passed since the completion of sentence execution; or having been granted probation, and less than two years have passed since the expiration of the probation period;
- (3) Having served as a director, factory manager, or manager of a company or enterprise undergoing bankruptcy liquidation, and bearing personal liability for its bankruptcy, and less than three years have passed since the completion of the bankruptcy liquidation of such company or enterprise;
- (4) Having served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to violations of law, and bearing personal liability therefor, and less than three years have passed since the date of revocation or closure;
- (5) Having substantial outstanding mature personal debts that remain unsettled and being listed as a dishonest person subject to enforcement by a people’s court;
- (6) Being subject to securities market entry restrictions imposed by the China Securities Regulatory Commission, and the restriction period has not expired;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (7) Other circumstances stipulated by laws, administrative regulations, departmental rules, or the regulatory rules of the Company's stock listing venue.

If a director is elected or appointed in violation of the Articles of Association, such election, appointment, or engagement shall be null and void. If a director falls under any of the foregoing circumstances during his/her term of office, the Company shall remove him/her from office and suspend the performance of his/her duties.

Directors shall be elected or replaced by the shareholders' meeting, with a term of three years, and may be removed from office by the shareholders' meeting before the expiration of their term. Upon expiration of their term, directors may be re-elected for consecutive terms in accordance with the securities regulatory rules of the Company's stock listing venue. A director may concurrently serve as a manager or other senior management personnel, but the total number of directors concurrently holding senior management positions and directors serving as employee representatives shall not exceed one-half of the total number of directors of the Company.

A director's term of office shall commence from the date of assuming office and shall end upon the expiration of the term of the current Board of Directors. If the term of office of a director expires and a new director is not elected in a timely manner, or if a director resigns during his/her term, causing the number of Board members to fall below the statutory minimum or causing the Company to fail to meet other requirements of the Hong Kong Listing Rules, the original director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, the regulatory rules of the Company's stock listing venue, and the provisions of these Articles of Association until the newly elected director assumes office.

Any person appointed by the Board to fill a casual vacancy on the Board or increase the number of seats on the Board shall hold office only until the next annual shareholders' meeting of the Company following such appointment and shall be eligible for re-election at that meeting. Unless otherwise provided by laws, regulations, or the regulatory rules of the Company's stock listing venue, shareholders shall have the right to remove any director (including the managing director or other executive directors) from office by an ordinary resolution at a shareholders' meeting before the expiration of their term of office; however, such removal shall not affect any claim for damages that such director may have under applicable law or contracts.

Directors shall comply with laws, administrative regulations, and these Articles of Association, take measures to avoid conflicts of interest between themselves and the Company, and shall not abuse their powers to seek improper gains. They shall owe the Company the following duties of loyalty:

- (1) They shall not accept bribes or other illegal income by taking advantage of their positions, nor shall they embezzle the Company's assets;
- (2) They shall not misappropriate the Company's funds, and shall safeguard the security of the Company's funds;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (3) They shall not open accounts to deposit the Company’s assets or funds in their own name or in the name of any other individual;
- (4) They shall not lend the Company’s funds to others or provide guarantees for others using the Company’s assets without the approval of the shareholders’ meeting or the Board in violation of these Articles of Association;
- (5) They shall not, in violation of these Articles of Association or without the approval of the shareholders’ meeting, enter into contracts or conduct transactions with the Company;
- (6) Without the approval of the shareholders’ meeting, they shall not seek commercial opportunities belonging to the Company for themselves or their close family members, nor shall they operate or entrust others to operate businesses similar to those of the Company;
- (7) They shall not accept commissions from transactions involving the Company for personal gain;
- (8) They shall not disclose the Company’s secrets without authorization;
- (9) They shall not harm the Company’s interests by taking advantage of their connected relationships;
- (10) They shall perform duties of loyalty as stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the Company’s stock listing venue, and these Articles of Association.

A director may resign before the expiration of his/her term of office. A resigning director shall submit a written resignation report to the Board of Directors. The Board of Directors shall disclose the relevant information within the period required by the regulatory rules of the Company’s stock listing venue. Unless otherwise provided by relevant laws and regulations, shareholders shall have the right, by ordinary resolution at a shareholders’ meeting, to remove any director (including an executive director) before the end of their term of office; however, such removal shall not affect the director’s claim for damages under any contract. If a director’s resignation results in the number of members of the Company’s Board of Directors to fall below the statutory minimum, or if it causes the Company to be unable to satisfy other requirements under the Hong Kong Listing Rules, the original director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the Company’s stock listing venue, and these Articles of Association until the newly elected director takes office. In the event of the aforementioned circumstances, the Company shall complete the by-election as soon as possible in accordance with the Hong Kong Listing Rules.

No director may act on behalf of the Company or the Board of Directors in their personal capacity without the provisions of these Articles of Association or the legal authorization of the Board of Directors. When a director acts in his/her personal capacity,

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

and a third party may reasonably believe that the director is acting on behalf of the Company or the Board of Directors, the director shall declare his/her position and identity in advance.

The Company shall appoint independent non-executive directors. Independent non-executive directors shall be independent of the Company and its major shareholders. Independent non-executive directors shall not hold any position in the Company other than that of independent non-executive director.

Board of Directors

The Company shall establish a Board of Directors, which shall be accountable to the shareholders’ meeting. The Board of Directors shall consist of 11 directors, (including independent non-executive directors who shall account for no less than one-third of the Board members and include at least one individual with appropriate professional qualifications or expertise in accounting or related financial management that meets the requirements of the Hong Kong Listing Rules). All independent non-executive directors must possess the independence required by the Hong Kong Listing Rules. The Board shall have one Chairman. The Chairman shall be elected or removed by more than half of all directors of the Board. The composition of the Board of Directors shall comply with the requirements of applicable laws and regulations and adopt a reasonable professional structure. Members of the Board of Directors shall possess the knowledge, skills, and qualities necessary to perform their duties. Diversity among Board members is encouraged.

The Board of Directors shall exercise the following functions and powers:

- (1) Convene shareholders’ meeting and report its work to the shareholders’ meeting;
- (2) Implement resolutions of the shareholders’ meeting;
- (3) Decide on the Company’s business plans and investment proposals;
- (4) Formulate the Company’s annual financial budget and final accounts;
- (5) Formulate the Company’s profit distribution plans and loss recovery plans;
- (6) Formulate plans for the increase or decrease of the Company’s registered capital, issuance of bonds or other securities, and listing arrangements;
- (7) Draft plans for the Company’s significant acquisitions, share repurchases, mergers, divisions, dissolutions, and changes of corporate form of the Company;
- (8) Decide on matters such as the Company’s external investments, acquisition and disposal of assets, asset mortgages, provision of guarantees, entrusted wealth management, connected transactions, and external donations within the scope authorized by the shareholders’ meeting;
- (9) Determine the issuance of shares not exceeding 50% of the issued shares of the Company (excluding capital contributions in non-monetary assets) within the scope authorized by the shareholders’ meeting;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (10) Determine the setup of the Company’s internal management bodies and branch offices;
- (11) Decide on the appointment or dismissal of the Company’s general manager and board secretary; based on the general manager’s nomination, appoint or dismiss other senior management personnel of the Company, and decide on their remuneration, rewards, and punishments;
- (12) Formulate and amend the Company’s basic management systems;
- (13) Formulate proposals for amending these Articles of Association;
- (14) Manage the Company’s information disclosure matters;
- (15) Propose to the shareholders’ meeting the appointment or replacement of the accounting firm responsible for the Company’s audit;
- (16) Listen to the general manager’s work report and review the general manager’s work;
- (17) Formulate and review the Company’s corporate governance policies and practices;
- (18) Review and monitor the training and continuous professional development of directors and senior management personnel;
- (19) Review and monitor the Company’s policies and practices regarding compliance with laws and regulatory requirements;
- (20) Formulate, review, and monitor the codes of conduct and compliance manuals (if any) for employees and directors;
- (21) Review the Company’s compliance with the Corporate Governance Code under the Hong Kong Listing Rules and the disclosures in the Corporate Governance Report;
- (22) Other powers and functions granted by laws, administrative regulations, departmental rules, regulatory rules of the Company’s stock listing venue, these Articles of Association, or the shareholders’ meeting.

Board meetings shall be classified as regular meetings and extraordinary meetings. Regular board meetings shall be held at least four times a year, approximately once per quarter. All board meetings shall be convened and presided over by the chairman, the vice chairman (if any), or a director (as the case may be). Written notice of the time, place, and agenda of each board meeting shall be sent to all directors at least 14 days prior to the meeting.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

Shareholders holding more than 1/10 of the voting rights, directors holding more than 1/3 of the voting rights, or the audit committee may propose to convene an extraordinary board meeting. The chairman shall convene and preside over the board meeting within ten days of receiving such a proposal.

A board meeting shall require the attendance of more than half of the directors to be held. Unless otherwise provided by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company’s shares are listed, or the Articles of Association, any resolution made by the Board of Directors must be approved by more than half of all directors. Each director shall have one vote when voting on board resolutions.

If a director or any of their close associates (as defined in the Hong Kong Listing Rules) has a material interest in or connection with a matter to be resolved at a board meeting, such director shall promptly report it in writing to the board. They shall not exercise voting rights on that resolution, shall not act as a proxy for other directors in exercising voting rights, and shall not be counted in the quorum for the meeting. Directors with a connection shall voluntarily recuse themselves and waive their voting rights before the Board of Directors votes on the connected matter. Such board meetings may be held if attended by more than half of the unconnected directors, and resolutions made at such board meetings must be approved by more than half of the unconnected directors. The director’s recusal and the reasons for it shall be recorded in the minutes of the board meeting. If the number of unconnected directors attending the board meeting is less than three, the matter shall be submitted to the shareholders’ meeting for deliberation. If the Hong Kong Listing Rules provide otherwise, their provisions shall prevail.

If any relevant shareholder or director has a conflict of interest that the Board of Directors deems material in a matter to be considered by the Board, the matter shall be handled by holding a board meeting (rather than a written resolution). Independent non-executive directors who, and whose close associates, do not have a material interest in the transaction should attend the relevant board meeting. If laws, regulations, and the securities regulatory rules of the place where the Company’s shares are listed have other provisions for directors’ participation in board meetings and voting, those provisions shall prevail.

Senior Management Members

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. Several deputy general managers shall be nominated by the general manager and appointed or dismissed by the Board of Directors. The Company’s general manager, deputy general managers, chief financial officer, and board secretary are senior management personnel of the Company.

The provisions of Article 108 of the Articles of Association regarding circumstances under which one cannot serve as a director, and the regulations governing the resignation and departure management system, shall also apply to senior management personnel. The provisions regarding directors’ duty of loyalty and regarding the duty of diligence shall also apply to senior management personnel.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

- (1) Presiding over the Company's production, operation, and management, organizing the implementation of resolutions of the Board of Directors, and reporting work to the Board of Directors;
- (2) Organizing the implementation of the Company's annual operating plan and investment proposals;
- (3) Drafting proposals for the establishment of the Company's internal management bodies;
- (4) Drafting the Company's fundamental management systems;
- (5) Formulating the Company's specific rules and regulations;
- (6) Proposing to the Board of Directors the appointment or dismissal of deputy general managers and the chief financial officer;
- (7) Deciding on the appointment or dismissal of management personnel other than those to be appointed or dismissed by the Board of Directors;
- (8) Approving connected transactions that do not require approval from the shareholders' meeting or the Board of Directors, provided that if laws, regulations, or regulatory authorities have relevant provisions, those provisions shall prevail;
- (9) Other functions and powers granted by the Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors as a non-voting member.

If senior management personnel cause losses to the Company by violating laws, administrative regulations, departmental rules, or the provisions of the Articles of Association while performing their company duties, they shall bear liability for compensation. The Company's senior management personnel shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders. If the Company's senior management personnel cause damage to the Company's interests due to failure to faithfully perform their duties or breach of their fiduciary obligations, they shall bear liability for compensation in accordance with the law.

Audit Committee

The Board of Directors of the Company shall establish an audit committee, which shall exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

The audit committee shall hold at least one meetings each quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. An audit committee meeting shall only be held if more than two-thirds of its members are present.

Resolutions made by the audit committee shall be approved by more than half of its members. Each member of the audit committee shall have one vote when voting on resolutions.

The audit committee shall consist of 3 members who are directors not holding senior management positions in the Company. All members shall be non-executive directors, including 2 independent non-executive directors, with an independent non-executive director who is an accounting professional serving as chairman. At least one independent non-executive director on the audit committee shall possess the appropriate professional qualifications as stipulated by the Hong Kong Listing Rules or possess appropriate expertise in accounting or related financial management.

FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting Systems

The Company shall formulate its financial accounting system in accordance with laws, administrative regulations, and the regulations of relevant national departments. If the securities regulatory authority of the place where the Company's shares are listed has other provisions, those provisions shall prevail.

The Company shall prepare, publish, and distribute annual reports and interim reports in accordance with relevant laws and regulations and the Hong Kong Listing Rules. The aforementioned annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations, the CSRC, and the regulations of the stock exchange where the Company's shares are listed.

The Company's financial reports shall be made available at the Company for shareholders' inspection twenty days prior to the convening of the annual shareholders' meeting.

The Company shall not establish additional accounting ledgers other than those legally required. The Company's funds shall not be deposited in accounts opened under any individual's name.

Profit Distribution

When distributing the current year's after-tax profits, the Company shall allocate 10% of the profit to the Company's statutory surplus reserve. If the Company's accumulated amount of statutory surplus reserve exceeds 50% of its registered capital, such allocation is not required.

If the Company's statutory surplus reserve is insufficient to cover prior year losses, the losses shall first be made up with current year profits before allocating the statutory surplus reserve in accordance with the preceding paragraph.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

After the Company has allocated the statutory surplus reserve from its after-tax profit, it may also allocate a discretionary surplus reserve from its after-tax profit, subject to a resolution of the shareholders’ meeting.

The after-tax profit remaining after the Company has covered its losses and allocated surplus reserves shall be distributed in proportion to the shares held by shareholders, unless the Articles of Association stipulate distribution not based on shareholding percentage.

If the shareholders’ meeting distributes profits to shareholders in violation of the preceding paragraph, before the Company has covered its losses and allocated the statutory surplus reserve, the shareholders shall return the improperly distributed profits to the Company. If the Company incurs losses, the shareholders and the responsible directors and senior management personnel shall bear liability for compensation.

Shares of the Company held by the Company itself shall not participate in profit distribution.

The Company’s surplus reserve shall be used to cover company losses, expand company production and operations, or be converted into an increase in the Company’s registered capital.

To cover company losses with surplus reserve, the discretionary surplus reserve and the statutory surplus reserve shall be used first; if it’s still insufficient, capital surplus reserve may be used in accordance with regulations.

When the statutory surplus reserve is converted to increase registered capital, the remaining portion of this surplus reserve shall not be less than 25% of the Company’s registered capital before the conversion.

The Company shall appoint a receiving agent in Hong Kong for shareholders holding overseas listed shares. The receiving agent shall collect dividends and other payable funds distributed by the Company for overseas listed shares on behalf of the relevant shareholders and hold such funds in custody pending payment to the relevant shareholders. The receiving agent appointed by the Company shall comply with the requirements of the laws of the listing place or the relevant regulations of the stock exchange.

Internal Audit

The Company shall implement an internal audit system, which specifies the leadership structure, responsibilities and authorities, staffing, funding, application of audit results, and accountability for audit results.

The Company’s internal audit institution shall supervise and inspect the Company’s business activities, risk management, internal controls, and financial information.

The internal audit institution shall be accountable to the Board of Directors. The internal audit institution shall accept the supervision and guidance of the audit committee when supervising and inspecting the Company’s business activities, risk management, internal

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

controls, and financial information. If the internal audit institution discovers any significant issues or clues, it shall immediately report them directly to the audit committee.

Appointment of Accounting Firms

The Company shall engage an accounting firm that complies with the laws and regulations of the place where the Company’s shares are listed and the Securities Law to conduct accounting statement audits, net asset verification, and other related consulting services, with a term of one year, which may be renewed.

The appointment or dismissal of an accounting firm by the Company shall be submitted to the Board of Directors for deliberation after the consent of more than half of all members of the audit committee is obtained, and must be decided by the shareholders’ meeting. The Board of Directors shall not appoint an accounting firm before the decision of the shareholders’ meeting.

The Company shall ensure that it provides true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting information to the engaged accounting firm, and shall not refuse, conceal, or misrepresent them.

The audit fees of the accounting firm shall be determined by the shareholders’ meeting.

When the Company dismisses or does not renew the engagement of an accounting firm, it shall notify the accounting firm 30 days in advance. When the Company’s shareholders’ meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to state its opinions.

If an accounting firm resigns, it shall explain to the shareholders’ meeting whether there are any improper circumstances within the Company.

MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION

Merger, Division, Capital Increase and Reduction

Company mergers may take the form of absorption mergers or new establishment mergers. An absorption merger occurs when one company absorbs other companies, and the absorbed companies are dissolved. A new establishment merger occurs when more than two companies merge to establish a new company, and all merging parties are dissolved.

For a company merger, all merging parties shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the merger resolution and make an announcement in newspapers or on the National Enterprise Credit Information Publicity System and its website (including the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk)) within 30 days. Creditors shall, within 30 days from receipt of the notice, or within 45 days from the date of the announcement if no notice is received, be entitled to require the Company to repay the debts or provide corresponding security.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

Upon a company merger, the claims and debts of all merging parties shall be assumed by the surviving company or the newly established company after the merger.

Upon a company division, its assets shall be divided accordingly.

Upon a company division, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the division resolution and make an announcement in newspapers or on the National Enterprise Credit Information Publicity System and its website (including the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk)) within 30 days.

The debts of the Company before its division shall be borne jointly and severally by the companies after the division. However, this shall not apply if the Company and its creditors have reached a written agreement on debt repayment prior to the division.

To reduce its registered capital, the Company shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days from the date the shareholders' meeting passes a resolution to reduce the registered capital, and shall make an announcement within 30 days in a newspaper or on the National Enterprise Credit Information Publicity System and its website (including the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk)). Creditors shall, within 30 days from receipt of the notice, or within 45 days from the date of the announcement if no notice is received, be entitled to require the Company to repay the debts or provide corresponding security. If there are other provisions in the securities regulatory rules of the place where the Company's shares are listed, those provisions shall prevail.

When the Company reduces its registered capital, the amount of capital contribution or shares shall be proportionally reduced according to the shares held by shareholders, unless otherwise stipulated by laws, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or otherwise agreed upon by all shareholders.

Dissolution and Liquidation

The Company shall be dissolved for any of the following reasons:

- (1) The expiration of the operating period stipulated in the Articles of Association or the occurrence of other dissolution events stipulated in the Articles of Association;
- (2) A resolution by the shareholders' meeting to dissolve the Company;
- (3) Dissolution due to a company merger or division;
- (4) Revocation of its business license, order to close, or cancellation in accordance with the law;
- (5) If the Company's business operations encounter severe difficulties, and its continued existence would cause significant losses to shareholders' interests, and

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

such difficulties cannot be resolved through other means, shareholders holding more than 10% of the total voting rights of the Company may petition the people’s court to dissolve the Company, and the people’s court shall dissolve it in accordance with Article 231 of the Company Law.

If the Company falls under items (1) or (2) of Article 200 of the Articles of Association, and has not yet distributed assets to shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the shareholders’ meeting.

Any amendment to the Articles of Association or resolution of the shareholders’ meeting made in accordance with the preceding paragraph must be approved by more than 2/3 of the voting rights held by the shareholders present at the shareholders’ meeting.

If the Company is dissolved due to the provisions in items (1), (2), (4), or (5) of Article 200 of the Articles of Association, it shall undergo liquidation. The directors shall be the obligors for the Company’s liquidation and shall form a liquidation group to carry out liquidation within 15 days from the date the dissolution event occurs. The liquidation group shall be composed of directors or personnel designated by the shareholders’ meeting. If a liquidation group is not established for liquidation within the prescribed period, creditors may apply to the people’s court to appoint relevant personnel to form a liquidation group for liquidation.

The liquidation group shall notify creditors within 10 days of its establishment and make an announcement within 60 days in a newspaper or on the National Enterprise Credit Information Publicity System and its website (including the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk)). Creditors shall, within 30 days from receipt of the notice, or within 45 days from the date of the announcement if no notice is received, declare their claims to the liquidation group.

When declaring a claim, creditors shall specify relevant details of the claim and provide supporting documents. The liquidation group shall register the claims.

During the period for declaring claims, the liquidation group shall not make repayments to creditors.

After cleaning up the Company’s assets and preparing balance sheets and property inventories, the liquidation group shall formulate a liquidation plan and submit it to the shareholders’ meeting or the people’s court for confirmation.

After cleaning up the Company’s assets and preparing balance sheets and property inventories, if the liquidation group discovers that the Company’s assets are insufficient to repay its debts, it shall apply to the people’s court for bankruptcy liquidation in accordance with the law.

After the people’s court accepts the bankruptcy application, the liquidation group shall transfer the liquidation affairs to the bankruptcy administrator appointed by the people’s court.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

After the Company’s liquidation is completed, the liquidation group shall prepare a liquidation report, submit it to the shareholders’ meeting or the people’s court for confirmation, and then submit it to the company registration authority to apply for cancellation of company registration and announce the termination of the Company.

If a Company is legally declared bankrupt, bankruptcy liquidation shall be carried out in accordance with the laws concerning enterprise bankruptcy.

Amendments to the Articles of Association

The Company shall amend the Articles of Association in any of the following circumstances:

- (1) If the matters stipulated in the Articles of Association conflict with the amended provisions of the Company Law or relevant laws, administrative regulations, or the Hong Kong Listing Rules;
- (2) If there is a change in the Company’s situation that is inconsistent with the matters recorded in the Articles of Association;
- (3) If the shareholders’ meeting resolves to amend the Articles of Association.

Matters regarding the amendment of the Articles of Association adopted by resolution of the shareholders’ meeting, if subject to approval by the competent authority, shall be submitted to the competent authority for approval; if they involve company registration matters, changes in registration shall be processed in accordance with the law.

The Board of Directors shall amend the Articles of Association in accordance with the resolution of the shareholders’ meeting to amend the Articles of Association and the approval opinions of the relevant competent authorities.

Matters regarding the amendment of the Articles of Association that are required to be disclosed by laws, regulations, or the Hong Kong Listing Rules shall be announced as stipulated.

APPENDIX IV

PROPERTY VALUATION REPORT

*The following is the text of a letter and valuation certificate prepared for the purpose of incorporation in the document of the Company (the “**Document**”) received from Asia-Pacific Consulting and Appraisal Limited, an independent property valuer, in connection with its valuation as at 31 January 2026 of the right-of-use assets held by the Group.*



Asia-Pacific Consulting and Appraisal Limited

Flat/Rm A, 12/F
Kiu Fu Commercial Building
300 Lockhart Road
Wan Chai
Hong Kong

[●] 2026

The Board of Directors

Shanghai Buy Quickly BMax Technology Services Group Co., Ltd.

Room 801, Building B,
No. 1358 Xiehe Road,
Changning District,
Shanghai City,
The PRC

Dear Sirs,

Instructions, Purpose and Date of Valuation

In accordance with your instructions to value the right-of-use (the “**ROU**”) assets held by Shanghai Buy Quickly BMax Technology Services Group Co., Ltd. (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) in the People’s Republic of China (the “**PRC**”). We confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion on the market values of the right-of-use assets as at 31 January 2026 (the “**Valuation Date**”).

The selected ROU assets form part of the Group’s non-property activities that has a carrying amount of 15% or more of the Group’s total assets and therefore the valuation report of this property interests is required to be included in the Document.

Basis of Valuation

Our valuation was carried out on a market value basis. Market value is defined as “the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion”.

APPENDIX IV

PROPERTY VALUATION REPORT

Methods of Valuation

We have valued the ROU assets using the income approach by reference to the achievable net rental income in the current market, which has been then capitalized at an appropriate capitalization rate to derive the fair values of the ROU assets.

Valuation Assumptions

Our valuation has been made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interests.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

Valuation Standards

In valuing the property interests, we have complied with all requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited; the RICS Valuation — Professional Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards issued by the International Valuation Standards Council.

Source of Information

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive at an informed view, and we have no reason to suspect that any material information has been withheld.

Document and Title Investigation

We have been shown copies of the Real Estate Title Certificate and lease agreement relating to the property interests and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interests in the PRC and any material encumbrance that might be attached to the property interests or any tenancy amendment. We have relied considerably on the advice given by the Company’s PRC legal advisor — JunHe LLP, concerning the validity of the property interests in the PRC.

APPENDIX IV

PROPERTY VALUATION REPORT

Area Measurement and Inspection

We have not carried out detailed measurements to verify the correctness of the areas in respect of the properties but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory and that no unexpected cost and delay will be incurred during construction. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the properties are free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

The site inspection was carried out in March 2026 by Jane Ji who holds a master's degree in Financial Engineering and has over 4 years' experience in property valuation.

Currency

All monetary figures stated in this report are in Renminbi (RMB).

Our valuation certificate is attached below for your attention.

Yours faithfully,
for and on behalf of
Asia-Pacific Consulting and Appraisal Limited

David G. D. Cheng
MRICS
Partner

Note: David G. D. Cheng is a Chartered Surveyor who has over 20 years' experience in the valuation of assets in the Greater China Region, the Asia-Pacific region, the United States and Canada.

APPENDIX IV

PROPERTY VALUATION REPORT

VALUATION CERTIFICATE

Right-of-use assets held by the Group in the PRC

<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Market value in existing state as at the Valuation Date</u>
			<i>RMB</i>
Changxing Warehouse of the Nan Taihu Industrial Agglomeration Zone located at No. 18 Shugang Road, Lijiexiang Town, Changxing County, Huzhou City, Zhejiang Province The PRC	The ROU assets comprise Phase 1 and Phase 2 of the Changxing Warehouse of the Nan Taihu Industrial Agglomeration Zone, with a total gross floor area of approximately 150,375.99 sq.m.. The Phase 1 consists of one warehouse and one office building with a total gross floor area of approximately 109,258.45 sq.m., completed in 2024. The Phase 2 consists of one warehouse with a gross floor area of approximately 41,117.50 sq.m., completed in 2025. The leasing terms of the ROU assets expiring on 31 August 2039 for storage and office uses.	The ROU assets are leased by Buy Quickly NewLogis (Changxing) Supply Chain Co., Ltd. for storage and office purposes.	390,886,000

Notes:

- Buy Quickly NewLogis (Changxing) Supply Chain Co., Ltd. (百秋新洛傑斯(長興)供應鏈管理有限公司, the “**NewLogis (Changxing)**”) is a wholly-owned subsidiary of the Company.
- Pursuant to a Real Estate Title Certificate – Zhe (2025) Chang Xing Xian Bu Dong Chan Quan Di No. 0014225, the land use rights for the land on which the ROU assets are situated have been granted to Jiayue (Changxing) Supply Chain Co., Ltd. for a term expiring on 30 November 2071 for storage use, and the building in which the ROU assets are located, with a gross floor area of 477,362.42 sq.m. is owned by Jiayue (Changxing) Supply Chain Co., Ltd.
- Pursuant to a Property Lease Agreement and the Supplementary Agreement, the ROU assets are leased to NewLogis (Changxing). The lease term for Phase 1 commences on 1 May 2024 and expires on 31 August 2039 and the lease term for Phase 2 commences on 1 July 2025 and expires on 31 August 2039. The annual rent for 2025 is approximately RMB31,716,416.62, excluding property management fees.
- We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal advisor, which contains, inter alia, the following:
 - The lease agreement for this property is legally valid and legally binding on both parties to the contract. The Company and its domestic subsidiaries have the right and are able to use the leased premises in accordance with the provisions of the relevant lease agreement.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation

Our Company was established as a limited liability company in the PRC on September 16, 2010, and was converted into a joint stock company with limited liability on December 30, 2021, under the laws of the PRC.

Our principal place of business in Hong Kong is at Room 1928, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong on April 20, 2026. Ms. Chan Hiu Lam has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong whose address for service of process is Room 1928, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.

As the Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in the section headed “Regulatory Overview” and Appendix III, respectively.

2. Changes in Share Capital of our Company

Save as disclosed in the section headed “History, Development and Corporate Structure”, there has been no alteration in the share capital of our Company within two years immediately preceding the date of this document.

3. Resolutions of our Shareholders passed on April 8, 2026

Pursuant to our Shareholders’ general meeting held on April 8, 2026, the following resolutions, among other things, were duly passed:

- (a) the issue by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares to be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall be no more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of no more than [REDACTED]% of the number of H Shares [REDACTED] pursuant to the [REDACTED];

APPENDIX V

STATUTORY AND GENERAL INFORMATION

- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and the authorisation to our Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules; and
- (d) authorization of our Board and its authorised person to handle all relevant matters relating to, among other things, the issue and [REDACTED] of the H Shares.

4. Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants’ Report of the Group as set out in Appendix I to this document.

Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC on August 26, 2021, with an initial registered capital of RMB1 million, which was increased to RMB10 million by Our Company on July 24, 2023.

Shanghai Buy Quickly Mega Sports Digital Technologies Co., Ltd. (上海百秋大雲動數字科技有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC on December 18, 2024, with the registered capital of RMB1 million.

Shanghai Z-Venture Retail Digital Technologies Co., Ltd. (上海靈售冒險數字科技有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC on August 7, 2025, with the registered capital of RMB10 million.

Buy Quickly Aochuang Retail (Shanghai) Trading Co., Ltd. (奧創靈售(上海)商貿有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC, on October 10, 2025, with the registered capital of RMB5 million.

Save as disclosed above, there has been no alteration in the share capital of the subsidiaries of the Company within two years immediately preceding the date of this document.

5. Restrictions on Repurchase of Shares

Please see “Articles of Association” in Appendix III to this document for further details.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

Our Group has entered into the following contract(s) (not being the contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material:

(a) [REDACTED].

2. Intellectual Property Rights

(a) Trademarks

As at the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
1. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	9	69036676	July 7, 2023	July 6, 2033
2. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	9	13373602	January 21, 2015	January 20, 2035
3. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	38	69047018	June 28, 2023	June 27, 2033
4. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	9	66938201	March 14, 2023	March 13, 2033

APPENDIX V

STATUTORY AND GENERAL INFORMATION

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
5. . .	百秋尚美	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	35	66951766	March 14, 2023	March 13, 2033
6. . .	百秋尚美	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	42	66935962	March 14, 2023	March 13, 2033
7. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	35	52814346	August 21, 2021	August 20, 2031
8. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	42	52786643	October 21, 2021	October 20, 2031
9. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	38	52786702	August 21, 2021	August 20, 2031
10. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	36	52772181	September 7, 2021	September 6, 2031
11. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	41	52790498	August 21, 2021	August 20, 2031

APPENDIX V

STATUTORY AND GENERAL INFORMATION

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
12. . .	BUY QUICKLY BMAX	PRC	Our Company	38	70417308	October 21, 2023	October 20, 2033
13. . .	BUY QUICKLY BMAX	PRC	Our Company	42	70316183	September 28, 2023	September 27, 2033
14. . .	BUY QUICKLY BMAX	PRC	Our Company	35	70309490	September 28, 2023	September 27, 2033
15. . .		PRC	Our Company	35	64167964	December 21, 2022	December 20, 2032
16. . .		PRC	Our Company	9	64163721	December 21, 2022	December 20, 2032
17. . .		PRC	Our Company	38	59320541	March 14, 2022	March 13, 2032
18. . .		PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	35	64551536	February 21, 2024	February 20, 2034
19. . .		PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	35	64551536A	December 28, 2022	December 27, 2032

APPENDIX V

STATUTORY AND GENERAL INFORMATION

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
20. . .		PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	39	64542529	November 28, 2022	November 27, 2032
21. . .	新洛杰斯	PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	39	64536738	November 7, 2022	November 6, 2032
22. . .	新洛杰斯	PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	42	64559381	November 7, 2022	November 6, 2032
23. . .	ROMOMO	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	38	65627886	January 7, 2023	January 6, 2033

APPENDIX V

STATUTORY AND GENERAL INFORMATION

(b) Patents

As at the Latest Practicable Date, we had registered the following patents which we consider to be or may be material to our business:

No.	Patent Name	Category	Patentee	Place of registration	Patent number	Application date
1.	Table Processing Method, Apparatus, Device, and Storage Medium (一種表格處理方法、裝置、設備及介質)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2023105005744	May 6, 2023
2.	Method and System for Processing Expiration Time of Multi-Level Caches Based on SpringCache in an E-commerce Platform (電商平台基於SpringCache的多級緩存失效時間處理方法及系統)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2023116646003	December 6, 2023
3.	A merchant rule-based advertisement bidding adjustment method and system (一種基於商戶自定義規則的廣告競價調整方法及系統)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2021107752146	July 8, 2021
4.	Interface Configuration Method, Apparatus, Device, and Storage Medium (多庫執行同一時任務的方法、裝置、設備及存儲介質)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2021106853845	June 21, 2021
5.	Validation Tool, Method, Medium, and Device for Interface Integration (應用於接口接入的校驗工具、方法、介質、設備)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	202110929963X	August 13, 2021

APPENDIX V

STATUTORY AND GENERAL INFORMATION

(c) Copyrights

Software Copyrights

As of the Latest Practicable Date, we had registered the following software copyrights in the PRC which we consider to be material to our business:

No.	Software Name	Place of Registration	Registered holder	Registration number	Registration date
1. . .	Buy Quickly BI Product Attribute Configuration Management Software (百秋BI商品屬性配置管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR0762815	June 4, 2024
2. . .	Buy Quickly BI Sales Performance Dashboard Management Software (百秋BI銷售業績看板管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR0350989	March 5, 2024
3. . .	Romomo Tianshu Data Insight Management Software (容麼麼天樞數據洞察管理軟體)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2024SR1961005	December 3, 2024
4. . .	Romomo Live Streaming Product Release Center Management Software (容麼麼直播商品發布中心管理軟體)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2024SR1952930	December 2, 2024
5. . .	Buy Quickly OMS Intelligent Inventory Management Software (百秋OMS庫存智能管理軟體)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2023SR1146884	September 25, 2023
6. . .	Buy Quickly Member Center Mini Program Management Software (百秋會員中心小程序管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR0764859	June 5, 2024
7. . .	Buy Quickly PIM Video Template Management Software (百秋PIM視頻模板管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1955740	December 2, 2024

APPENDIX V

STATUTORY AND GENERAL INFORMATION

No.	Software Name	Place of Registration	Registered holder	Registration number	Registration date
8. . .	Romomo CRM Customer Operation Insight Management Software (容麼麼CRM客戶運營洞察管 理軟體)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2024SR0784859	June 11, 2024
9. . .	Buy Quickly CRM WeChat Points Mall Management Software (百秋CRM微信積分商城管理 軟體)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2024SR0765956	June 5, 2024
10. . .	Buy Quickly CRM Member Center Intelligent Decoration Management Software (百秋CRM會員中心智能裝修 管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1954725	December 2, 2024
11. . .	Buy Quickly PIM Product Video AI Generation Software (百秋PIM商品視頻AI生成 軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR2324038	December 2, 2025
12. . .	Buy Quickly TQA AI Refund Analysis Management Software (百秋TQA AI退款 分析管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR1755289	September 11, 2025
13. . .	Buy Quickly Robocomm System Customer Service Management Software (百秋 Robocomm 系統客服管 理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR2328574	December 2, 2025
14. . .	Buy Quickly TEEA Order Repurchase Insight Automation Management Software (百秋TEEA訂單複 購洞察自動化管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1781536	November 14, 2024
15. . .	Romomo Automated Marketing Management Software (容麼麼自動化營銷 管理軟件)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2025SR1779882	September 15, 2025

APPENDIX V

STATUTORY AND GENERAL INFORMATION

No.	Software Name	Place of Registration	Registered holder	Registration number	Registration date
16. . .	Buy Quickly PIM Product Detail Page Intelligent Generation Management Software(百秋 PIM 商品詳情 頁智能生成管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR2377324	December 9, 2025
17. . .	Buy Quickly TEEA Customer Service Insight Automation Management Software(百秋 TEEA 客服諮詢洞察自動化管 理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1781537	November 14, 2024
18. . .	Buy Quickly TEEA Sales Analysis Tmall Insight Automation Management Software(百秋TEEA銷售分析 天貓洞察自動化管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1781567	November 14, 2024
19. . .	Buy Quickly MI Market Intelligence Intelligent Analysis Management Software (百秋MI市場情報智 能分析管理軟件)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2025SR0193095	February 5, 2025
20. . .	Buy Quickly OMS Intelligent Order Aggregation Management Software(百秋 OMS智能訂單聚合管理軟件)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2025SR2378723	December 9, 2025

APPENDIX V

STATUTORY AND GENERAL INFORMATION

Work Copyrights

As of the Latest Practicable Date, we had registered the following work copyrights in the PRC which we consider to be material to our business:

No.	Work Name	Place of Registration	Registered holder	Registration number	Registration date
1. . .	Biying BUY IN (必映BUY IN)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	國作登字-2024-F-00294340	October 9, 2024
2. . .	Buy Quickly Eagle Totem (百秋鷹圖騰)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	國作登字-2015-F-00248045	November 6, 2015
3. . .	Buy Quickly (百秋)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	國作登字-2015-F-00248046	November 6, 2015
4. . .	BQX S-BASE	PRC	Shanghai Z-Venture Retail Digital Technologies Co., Ltd. (上海靈售冒險數字科技有限公司)	國作登字-2025-F-00293203	September 30, 2025
5. . .	《BQX》	PRC	Our Company	國作登字-2023-F-00302283	December 18, 2023
6. . .	Buy Quickly Year of the Rabbit Limited Digital IP (百秋兔年限定數字IP)	PRC	Our Company	國作登字-2023-I-00050817	March 27, 2023
7. . .	BQ	PRC	Our Company	國作登字-2023-F-00041839	March 3, 2023
8. . .	Futail (百秋新一代全域零售管理服務平台)	PRC	Our Company	國作登字-2023-F-00041835	March 3, 2023
9. . .	BUY QUICKLY	PRC	Our Company	國作登字-2023-F-00041840	March 3, 2023
10. . .	Zhimei Breakout (智美出圈)	PRC	Shanghai Buy Quickly E-Beauty Network Services Co., Ltd. (上海百秋智美網絡服務有限公司)	國作登字-2024-F-00029210	January 29, 2024

APPENDIX V

STATUTORY AND GENERAL INFORMATION

(d) Domain names

As of the Latest Practicable Date, we owned the following domain names which we consider to be or may be material to our business:

<u>No.</u>	<u>Domain Name</u>	<u>Registrant</u>	<u>Expiration date</u>
1.	<u>buyquickly.com</u>	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	July 16, 2034

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents or intellectual which were material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of interest

(1) Disclosure of interests of Directors and chief executives of our Company

Immediately following completion of the [REDACTED] (assuming the [REDACTED] are not exercised), so far as our Directors are aware, the interests or short positions of our Directors and the chief executives in any Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which have been taken or deemed to have been taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, will be as follows:

APPENDIX V

STATUTORY AND GENERAL INFORMATION

(i). Interest in Shares and Underlying Shares of our Company

Names	Nature of Interest ⁽ⁱ⁾	Numbers and description of Shares	Shares held immediately after the completion of the [REDACTED]	
			% of shareholding in the H shares/ Unlisted shares	% of shareholding in the total issued share capital of our Company
Mr. Liu Zhicheng (劉志成) ⁽ⁱⁱ⁾	Beneficial owner	32,313,896 H Shares	[REDACTED]	[REDACTED]
		21,542,597 Unlisted Shares	[REDACTED]	[REDACTED]
	Interest in a controlled corporation ⁽ⁱⁱ⁾	56,405,280 H Shares	[REDACTED]	[REDACTED]
		37,363,520 Unlisted Shares	[REDACTED]	[REDACTED]
	Interests held jointly with other persons ⁽ⁱⁱⁱ⁾	9,987,961 H Shares	[REDACTED]	[REDACTED]
6,658,641 Unlisted Shares		[REDACTED]	[REDACTED]	
Mr. Qiu Yuhong (邱玉洪)	Beneficial owner	890,479 H Shares	[REDACTED]	[REDACTED]
		593,833 Unlisted Shares	[REDACTED]	[REDACTED]
	Interest held jointly with other persons ⁽ⁱⁱⁱ⁾	64,154,138 H Shares	[REDACTED]	[REDACTED]
		42,769,425 Unlisted Shares	[REDACTED]	[REDACTED]

Note:

- (i) All interests are long position.
- (ii) Each of Buy Quickly YIERYI and Buy Quickly Partner is managed by its general partner, Shanghai Buy Quickly Zhicheng Enterprise Management Co., Ltd. (上海百秋志成企業管理有限公司), which was owned as to 99.99% by Mr. Liu as of the Latest Practicable Date. Therefore, Mr. Liu is deemed to be interested in the share held by Buy Quickly YIERYI and Buy Quickly Partner under the SFO.
- (iii) Pursuant to the acting-in-concert agreement dated December 3, 2020, Mr. Liu, Mr. Hu, Mr. Qiu and Buy Quickly Partner are acting in concert. Therefore, each of Mr. Liu, Mr. Hu, Mr. Qiu and Partner is deemed to be interested in the shares directly held by of each other under the SFO.

APPENDIX V STATUTORY AND GENERAL INFORMATION

(ii) Interest in our associated Corporations

Name of associated corporations	Name of Directors or Chief Executives	Nature of the Interest ⁽¹⁾	Percentage of Interest
Shanghai Romomo Digital Technologies Co., Ltd (上海容麼麼數字科技有限公司) ⁽²⁾	Mr. Liu Jiangning (劉江寧)	Beneficial owner Interests in controlled corporation ⁽³⁾	20% 10%

Notes:

- (1) All interests are in long position.
- (2) Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司) is one of our subsidiaries. As of the Latest Practicable Date, it was owned as to 70% by our Company.
- (3) As of the Latest Practicable Date, Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司) was owned as to 10% by Shanghai Momoda Enterprise Management Centre (Limited Partner) (上海麼麼搭企業管理中心) (有限合夥), which was managed by Mr. Liu Jiangning and owned as to 98% by him.

(2) Substantial Shareholders

For information on the persons who will, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] are not exercised), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company or of any member of the Group, see “Substantial Shareholders.”

2. Particulars of the Directors’ Service Contracts

Each of the Directors entered into a service contract or a letter of appointment with our Company. The principal particulars of these service contracts and letters of appointment comprise (i) the terms of the services and (ii) termination provisions in accordance with their respective terms. The service contracts and letters of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

APPENDIX V

STATUTORY AND GENERAL INFORMATION

3. Remuneration of Directors

For details of the remuneration of Directors, see “Directors and Senior Management—Remuneration of Directors and Senior Management” and note 8 in “Appendix I—Accountants’ Report” in this document.

4. Employee Incentive Scheme

The following is a summary of the principal terms of the Share Incentive Scheme (the “**Scheme**”) adopted by our Company in March 2020 (amended in June 2022). The terms of our Share Incentive Scheme are not subject to the provision of Chapter 17 of the Listing Rules as no further Shares will be granted by our Company after our [REDACTED].

(a) Purpose

The Purpose of the Scheme is to provide an incentive for Participants (as defined below) and to reward our key employees, incentivize our management team and promote long-term sustainable development.

(b) Eligibility

Pursuant to employee incentive agreements under our Scheme, the participants (the “**Participant(s)**”) shall include key employees of the Group and other employees as determined by our Company.

(c) Award

An award under the Scheme gives a Participant a conditional right when granted the Award to obtain interests in their Employee Incentive Platform, respectively, at the consideration separately agreed in the employee incentive agreements entered among the Company, the General Partner and the relevant Participant.

(d) Lock-up and Restrictions on Transfer

The partnership interests held by the participants under the Scheme are subject to lock-up and transferability restrictions. The participants shall comply with the terms and conditions of the Employee Ownership Platform and the applicable rules, laws and regulations with respect to lock-up and transferability restrictions.

(e) Grant of Shares

As of the Latest Practicable Date, a total of 37,905,050 shares, representing approximately 10.50% of the Shares in our Company, were granted by the Participants.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

5. Disclaimers

Save as disclosed herein:

- (a) none of our Directors or chief executives of our Company has any interests or short positions in the Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors nor any of the persons listed in “— D. Other Information — 8. Qualifications and Consents of Experts” below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this Document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of our Directors or any of the persons listed in “— D. Other Information — 8. Qualifications and Consents of Experts” below is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;
- (d) save in connection with [REDACTED], none of the persons listed in “— D. Other Information — 8. Qualification and Consents of Experts” below has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (e) none of our Directors or their respective associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company’s five largest customers and five largest suppliers in each year during the Track Record Period.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

D. OTHER INFORMATION

1. Estate Duty

We have been advised that no material liability for estate duty under PRC law is likely to fall upon the Group.

2. Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation or claim of material importance was known to our Directors to be pending or threatened by or against any member of our Group, that would have a material and adverse effect on our Group’s results of operations or financial conditions, taken as a whole.

3. Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsor as set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive fee of US\$[REDACTED] to act as the sponsor to our Company in connection with the [REDACTED].

4. Compliance Advisor

Our Company has appointed Maxa Capital Limited as our compliance advisor in compliance with Rule 3A.19 of the Listing Rules.

5. Preliminary Expenses

Our Company has not incurred any material preliminary expenses.

6. Promoter

The promoters of our Company comprised all of the 12 then shareholders of our Company as of December 30, 2021. No cash, securities or other benefits has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document within the two years immediately preceding the date of this document.

7. Taxation of holder of Shares

The sale, purchase and transfer of Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of the Shares being sold or transferred. For further details in relation to taxation, see “Regulatory Overview” in this document.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

8. Qualifications and Consents of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

Name	Qualification
CITIC Securities (Hong Kong) Limited	A licensed corporation under the SFO for Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
JunHe LLP	Legal advisor as to PRC laws to our Company
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance
Frost & Sullivan (Beijing), Inc., Shanghai Branch Co.	Independent industry consultant
Asia-Pacific Consulting and Appraisal Limited	Independent property valuer

Each of the experts listed above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or references to its name and qualifications included herein in the form and context in which they respectively appear.

Save as disclosed in this document, none of the experts named above has any shareholding interests in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

9. Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance so far as applicable.

10. Bilingual Document

The English language and the Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

APPENDIX V

STATUTORY AND GENERAL INFORMATION

11. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our Company’s financial or trading position or prospects since December 31, 2025 (being the date to which our latest audited consolidated financial statements were made up).

12. Miscellaneous

- (a) Save as disclosed in the paragraph headed “A. Further Information about Our Company — 2. Changes in Share Capital of Our Company and 4. Changes in Share Capital of our Subsidiaries,” within the two years preceding the date of this document, no share or loan capital of our Company or any of its subsidiary has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (b) No share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (c) No founder, management or deferred shares of our Company or any of its subsidiaries have been issued or have been agreed to be issued;
- (d) Our Company has no outstanding convertible debt securities or debentures;
- (e) There is no arrangement under which future dividends are waived or agreed to be waived;
- (f) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (g) Save for the proposed [REDACTED] on the Stock Exchange, none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought; and
- (h) Our Company is a joint stock company with limited liability and is subject to the PRC Company Law.

APPENDIX VI	DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to a copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) a copy of each of the material contracts referred to in the paragraph headed “Statutory and General Information — B. Further Information about our Business — 1. Summary of Material Contracts” in Appendix V to this document; and
- (b) a copy of each of the written consents referred to in the paragraph headed “Statutory and General Information — D. Other Information — 8. Qualifications and Consents of Experts” in Appendix V to this document.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.buyquickly.com up to and including the date which is 14 days from the date of this document

- (a) the Articles of Association;
- (b) the Accountants’ Report prepared by Ernst & Young, the text of which is set out in Appendix I to this Document;
- (c) the audited consolidated financial information of our Group for each of the three years ended December 31, 2023, 2024, and 2025;
- (d) the report prepared by Ernst & Young on the [REDACTED] financial information of our Group, the text of which is set out in Appendix II to this Document;
- (e) the PRC legal opinions issued by JunHe LLP, our PRC Legal Advisor, in respect of certain aspects of our Group;
- (f) the material contracts referred to in the paragraph headed “Statutory and General Information — B. Further Information about our Business — 1. Summary of Material Contracts” in Appendix V to this Document;
- (g) the written consents referred to in the paragraph headed “Statutory and General Information — D. Other Information — 8. Qualifications and Consents of Experts” in Appendix V to this Document;
- (h) the service contracts and the letters of appointment referred to in the paragraph headed “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 2. Particulars of Directors’ Service Contracts” in Appendix V to this Document;

APPENDIX VI	DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY

- (i) the industry report issued by Frost & Sullivan (Beijing), Inc., Shanghai Branch Co., the summary of which is set forth in the section headed “Industry Overview” in this document; and
- (j) a copy of each of the Company Law, the PRC Securities Law, the Overseas Listing Trial Measures and the Guidelines on the Articles of Association of Listed Companies issued by the CSRC together with their unofficial English translations.